Hellyar Mary Jane Form 4 December 19, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed pur obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Hellyar Mary Jane			2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
343 STATE STREET			12/12/2008	_X_ Officer (give title Other (specify below) Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER, NY 14650			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-De	erivative Securities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	•	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock					49,930 (1)	D	
Common Stock					23.6967	I	by Trustee of ESOP
Common Stock					24.6591	I	by Trustee in Spouse's KESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	tionDerivative Securities		6. Date Exercisals Date (Month/Day/Year	7. Title and A Underlying So (Instr. 3 and 4			
				Code V		(A))	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3								<u>(2)</u>	03/11/2009	Common Stock
Option (right to buy)	\$ 31.3								<u>(2)</u>	03/31/2009	Common Stock
Option (right to buy)	\$ 31.3								<u>(2)</u>	05/02/2009	Common Stock
Option (right to buy)	\$ 31.3								<u>(2)</u>	03/29/2010	Common Stock
Option (right to buy)	\$ 31.3								(2)	01/11/2011	Common Stock
Option (right to buy)	\$ 31.3								(2)	11/15/2011	Common Stock
Option (right to buy)	\$ 36.66								(2)	11/21/2012	Common Stock
Option (right to buy	\$ 24.49								(2)	11/18/2010	Common Stock
Option (right to buy)	\$ 31.71								(2)	12/09/2011	Common Stock
Option (right to buy)	\$ 31.52								(3)	01/16/2012	Common Stock
	\$ 26.47								(3)	05/31/2012	

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Option (right to buy)						Common Stock
Option (right to buy) (4)	\$ 24.75			(3)	12/06/2012	Common Stock
Option (right to buy) (4)	\$ 25.88			(3)	12/11/2013	Common Stock
Option (right to buy) (4)	\$ 28.44			(3)	10/15/2014	Common Stock
Option (right to buy) (4)	\$ 23.28			<u>(3)</u>	12/10/2014	Common Stock
Option (right to buy) (4)	\$ 7.41			<u>(3)</u>	12/08/2015	Common Stock
Restricted Stock Units (5)	<u>(6)</u>	12/12/2008	J(8) V 550.4353	12/31/2009(9)	12/31/2009(9)	Common Stock
Restricted Stock Units (7)	<u>(6)</u>			12/31/2011(9)	12/31/2011(9)	Common
Option (right to buy)	\$ 31.3			<u>(2)</u>	03/12/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address			Relationships		
•	Director	10% Owner	Officer	Other	
Hellyar Mary Jane					
242 CTATE CTREET			Executive Vice President		

343 STATE STREET ROCHESTER, NY 14650 Executive Vice President

Date

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 12/19/2008

Explanation of Responses:

**Signature of Reporting Person

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 3

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- (1) Some of these shares are restricted.
- (2) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) Theses units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (6) These units convert on a one-for-one basis.
- (7) The effective date for these restricted stock units is January 1, 2009.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) This is the date these restricted stock units will vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.