PEREZ ANTONIO M Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

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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 Add PEREZ ANTO	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			EASTMAN KODAK CO [EK]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Transfer
343 STATE S	TREET		(Month/Day/Year) 02/27/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President, Chairman & CEO
	(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)	(Zip)	Table I Non Denivering Securities A	aguired Disposed of an Papaticially Owned

(- 3)	(******)	17 I abio	e 1 - Non-D	erivative Securities Ac	quirea, Disposea (oi, or Beneficial	lly Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Month/Day/Tear)	any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)	Reported	, ,	
			Code V	or Amount (D) Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/27/2009		F F	3,210 D \$ 3.29	145,943 (2)	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	of	r Date (Month/Day/Year) ive es ed	te Exercisable and Expiration th/Day/Year)		Amount Securitie 4)
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amour Number Shares
Option (right to buy)	\$ 30.96					(3)	04/01/2013	common stock	500
Option (right to buy)	\$ 24.49					<u>(4)</u>	11/18/2010	common stock	51
Option (right to buy)	\$ 31.71					<u>(4)</u>	12/09/2011	Common Stock	90
Option (right to buy)	\$ 26.47					(5)	05/31/2012	Common Stock	300
Option (right to buy) (6)	\$ 24.75					<u>(5)</u>	12/06/2012	Common Stock	13:
Option (right to buy) (6)	\$ 25.88					(5)	12/11/2013	Common Stock	314
Option (right to buy) (6)	\$ 23.28					<u>(5)</u>	12/10/2014	Common Stock	391
Option (right to buy) (6)	\$ 7.41					<u>(5)</u>	12/08/2015	Common Stock	75
Stock Units	(7)					(8)	(8)	Common Stock	18,5
Stock Units	<u>(7)</u>					(8)	(8)	Common Stock	56,8
Stock Units (9)	<u>(7)</u>					(8)	(8)	Common Stock	19,37
Restricted Stock Units (10)	(7)					12/31/2009(12)	12/31/2009(12)	Common Stock	77,76

Restricted
Stock (7)
Units (11)

12/31/2011(12) 12/31/2011(12) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PEREZ ANTONIO M 343 STATE STREET ROCHESTER, NY 14650

X

President, Chairman & CEO

Signatures

Laurence L. Hickey, as attorney-in-fact for Antonio M. Perez

03/03/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Payment of withholding taxes.
- (2) Some of these shares are restricted.
- (3) Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (7) These units convert on a one-to-one basis.
- (8) This date is not applicable to these units.
- (9) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (10) Theses units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (11) The effective date for these restricted stock units is January 1, 2009.
- (12) 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.

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