Samuels Eric Form 3 July 06, 2009

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

response...

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Samuels Eric

1. Title of Security

Common Stock

(Instr. 4)

343 STATE STREET

(Last) (First) (Middle)

(Street)

Statement

(Month/Day/Year)

07/01/2009

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

EASTMAN KODAK CO [EK]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner _X__ Officer _ Other (give title below) (specify below)

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

6. Individual or Joint/Group

Controller Reporting Person

ROCHESTER, ÂNYÂ 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

D Â 119

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title

Derivative Amount or Security Number of

Direct (D) or Indirect

1

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				Shares		(I) (Instr. 5)	
Options (right to buy)	(1)	06/16/2016	Common Stock	10,000	\$ <u>(2)</u>	D	Â
Restricted Stock Units	12/31/2011(3)	12/31/2011(3)	Common Stock	942	\$ <u>(2)</u>	D	Â
Restricted Stock Units	(4)	(4)	Common Stock	12,605 (5)	\$ (2)	D	Â
Restricted Stock Units (6)	12/31/2009(3)	12/31/2009(3)	Common Stock	463.56	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Samuels Eric 343 STATE STREET ROCHESTER, NY 14650	Â	Â	Controller	Â		

Signatures

Patrick M. Sheller, as attorney-in-fact for Eric Samuels 07/06/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These options vest one-third on each of the first three anniversaries of the date of grant.
- (2) These units convert on a one-to-one basis.
- (3) This is the date these restricted stock units will vest.
- (4) 50% vest on 9/16/2010, remaining 50% vest 9/16/2011
- (5) Includes dividend equivalents earned on 12/12/2008
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.

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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