

Haag Joyce P
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
Haag Joyce P

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)
343 STATE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

ROCHESTER, NY 14650

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/31/2009 | | M | | 10,126.6061 (1) | A | \$ 4.29 22,647.6161 D |
| Common Stock | 12/31/2009 | | F | | 3,649.6061 (2) | D | \$ 4.29 18,998.01 D |
| Common Stock | | | | | | | 5,230.9779 I By Trustee in 401(k) |
| Common Stock | | | | | | | 23.6967 I By Trustee in ESOP |
| Common Stock | | | | | | | 4,110.8546 I By Trustee in Spouse's 401(k) |

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| | | | |
|--------------|--------------------|---|--|
| Common Stock | 100 | I | By Trustee in IRA |
| Common Stock | 100 | I | By Spouse |
| Common Stock | 100 ⁽³⁾ | I | By adult children |
| Common Stock | 733 | I | As a Trustee of Gull Rock Foundation, Inc. |
| Common Stock | 4,300 | I | As co-Manager of Pluta Family, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 03/29/2010 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 01/11/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 11/15/2011 | Common Stock |
| Option (right to buy) | \$ 36.66 | | | | | <u>(4)</u> | 11/21/2012 ⁽⁵⁾ | Common Stock |

| | | | | | | | | |
|----------------------------------|----------|------------|---|--------------------|----------------|-----|----------------|--------------|
| Option (right to buy) | \$ 26.47 | | | | | (5) | 05/31/2012 | Comm Stoc |
| Option (right to buy) | \$ 27.06 | | | | | (5) | 06/29/2012 | Comm Stoc |
| Option (right to buy) (6) | \$ 24.75 | | | | | (5) | 12/06/2012 | Comm Stoc |
| Option (right to buy) (6) | \$ 25.88 | | | | | (5) | 12/11/2013 | Comm Stoc |
| Option (right to buy) (6) | \$ 23.28 | | | | | (5) | 12/10/2014 | Comm Stoc |
| Option (right to buy) (6) | \$ 7.41 | | | | | (5) | 12/08/2015 | Comm Stoc |
| Restricted Stock Units (7) | (8) | 12/31/2009 | M | 10,126.6061 (1) | 12/31/2009(10) | | 12/31/2009(10) | Comm Stoc |
| Restricted Stock Units (9) | (8) | | | | 12/31/2011(10) | | 12/31/2011(10) | Comm Stoc |
| Restricted Stock Units | (8) | | | | (11) | | (11) | Comm Stoc |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/12/2010 | Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

| | |
|--|------------|
| Patrick M. Sheller, as attorney-in-fact for Joyce P. Haag | 01/05/2010 |
| **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) Vesting and distribution of shares of Leadership Stock 2007 Cycle
- (2) Payment of withholding taxes.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (4) These Options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (7) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (8) These units convert on a one-for-one basis.
- (9) The effective date for these restricted stock units is January 1, 2009.
- (10) This is the date these restricted stock units will vest.
- (11) These units vest 50% on both the 3rd and 4th anniversary of the grant date.

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.