

Kruchten Brad
Form 4
September 20, 2010

FORM 4

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

OMB APPROVAL

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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 *
Kruchten Brad

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 STATESTREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2010

____ 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 | (A) or (D) | Price |
| Common Stock | 09/16/2010 | | M | | 13,479.36 (7) | A | \$ 3.9 |
| Common Stock | 09/16/2010 | | F | | 4,882.36 (2) | D | \$ 3.9 |
| Common Stock | | | | | | | 26.6195 |
| Common Stock | 09/16/2010 | | M | | 13,756.88 (7) | A | \$ 3.9 |
| Common Stock | 09/16/2010 | | F | | 4,982.88 (2) | D | \$ 3.9 |

By
Trustee in
ESOP

By
Spouse

By
Spouse

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| | | | |
|-----------------|---------|---|---|
| Common Stock | 26.6195 | I | Spouse by trustee in spouse's ESOP |
|-----------------|---------|---|---|

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.

SEC 1474
(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 and A Underlying S (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 01/11/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 11/15/2011 | Common Stock |
| Option (right to buy) | \$ 31.71 | | | | | <u>(1)</u> | 12/09/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 08/25/2012 | Common Stock |
| Option (right to buy) | \$ 36.66 | | | | | <u>(1)</u> | 11/21/2012 | Common Stock |
| Option (right to buy) | \$ 24.75 | | | | | <u>(1)</u> | 12/06/2012 | Common Stock |
| Option (right to buy) | \$ 25.88 | | | | | <u>(1)</u> | 12/11/2013 | Common Stock |
| Option (right to buy) | \$ 23.28 | | | | | <u>(1)</u> | 12/10/2014 | Common Stock |

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| | | | | | | | | |
|---|------------|------------|---|-------------------------|--|---------------------------|---------------------------|-----------------|
| Option (right to buy) | \$ 7.41 | | | | | <u>(1)</u> | 12/08/2015 | Common Stock |
| Option (right to buy) | \$ 2.87 | | | | | <u>(1)</u> | 07/12/2016 | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 09/16/2010 | M | 13,479.36 <u>(7)</u> | | 09/16/2011 ⁽³⁾ | 09/16/2011 ⁽³⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | | | | | 12/31/2011 ⁽³⁾ | 12/31/2011 ⁽³⁾ | Common Stock |
| Restrict Stock Units | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Units ⁽⁶⁾ | <u>(4)</u> | | | | | 12/31/2011 ⁽³⁾ | 12/31/2011 ⁽³⁾ | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 01/11/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 11/15/2011 | Common Stock |
| Option (right to buy) | \$ 36.66 | | | | | <u>(1)</u> | 11/21/2012 | Common Stock |
| Option (right to buy) | \$ 23.99 | | | | | <u>(1)</u> | 04/16/2014 | Common Stock |
| Option (right to buy) | \$ 23.28 | | | | | <u>(1)</u> | 12/10/2014 | Common Stock |
| Option (right to buy) | \$ 7.41 | | | | | <u>(1)</u> | 12/08/2015 | Common Stock |
| Restricted Stock Units | <u>(4)</u> | 09/16/2010 | M | 13,756.88 <u>(7)</u> | | 09/16/2011 ⁽³⁾ | 09/16/2011 ⁽³⁾ | Common Stock |
| Restricted Stock Units | <u>(4)</u> | | | | | 12/31/2011 ⁽³⁾ | 12/31/2011 ⁽³⁾ | Common Stock |
| Restrict Stock | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |

Units

Restricted

Stock (4)

Units (6)

12/31/2011⁽³⁾ 12/31/2011⁽³⁾

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kruchten Brad 343 STATESTREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Patrick M. Sheller as attorney-in-fact for Brad Kruchten 09/20/2010

__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) These options vest one-third on each of the first three anniversaries of the date of grant.
- (2) Payment of withholding taxes.
- (3) This is the date these restricted stock units will vest.
- (4) These units convert on a one-to-one basis.
- (5) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (6) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (7) Vesting and distribution of shares Restricted Stock Units.

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.