EASTMAN KODAK CO

Form 4 March 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

5. Relationship of Reporting Person(s) to

3235-0287 Number: January 31,

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

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 *

1(b).

LEE DEBRA L Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify EASTMAN KODAK 02/28/2011 below) COMPANY, 343 STATE STREET

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ROCHESTER, NY 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 19,337 02/28/2011 29.095 D A (2) 3.4 Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	Code	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 29.1						(3)	01/01/2012	Common Stock	2,000
Option (right to buy)	\$ 36.66						(3)	11/21/2012	Common Stock	2,000
Option (right to buy)	\$ 24.75						(3)	12/06/2012	Common Stock	1,500
Option (right to buy)	\$ 24.49						(3)	11/18/2013	Common Stock	2,000
Option (right to buy)	\$ 25.88						(3)	12/11/2013	Common Stock	1,500
Option (right to buy)	\$ 31.71						<u>(3)</u>	12/09/2014	Common Stock	1,500
Option (right to buy)	\$ 23.28						(3)	12/10/2014	Common Stock	9,620
Option (right to buy)	\$ 7.41						(3)	12/08/2015	Common Stock	18,180
Option (right to buy)	\$ 4.52						(3)	12/06/2016	Common Stock	18,180
Option (right to buy) (4)	\$ 3.4	02/28/2011		A	34,146		(3)	02/27/2018	Common Stock	34,146
Phantom Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	31,093.42

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEE DEBRA L

EASTMAN KODAK COMPANY
343 STATE STREET

Signatures

ROCHESTER, NY 14650

Patrick M. Sheller, as attorney-in-fact for Debra L. Lee 03/02/2011

**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) Annual restricted stock equity grant.
- (2) These shares are restricted.
- (3) These options vest one year after the date of grant.
- (4) Annual Stock Option Equity Grant
- (5) This award converts to common stock on a 1-for-1 basis.
- **(6)** This date is not applicable to these 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.

Reporting Owners 3