Kruchten Brad Form 4 March 02, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Estimated average burden hours per response...

SECURITIESFiled 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 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 (Chaele all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
343 STATESTREET			(Month/Day/Year) 02/28/2011	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President		
(Street) ROCHESTER, NY 14650			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year)			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities	acquired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock					15,141	D	
Common Stock					26.6195	I	By Trustee in ESOP
Common Stock					10,988	I	By Spouse
Common Stock					26.6195	I	Spouse by trustee in spouse's ESOP

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

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SEC 1474 (9-02)

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

Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of (D) (Instr. 3, 4, and 5)	7. Title and Amo Underlying Secu (Instr. 3 and 4)	
Date Exercisable Expiration Date Title Code V (A) (D)	Ar Fitle Nu Sh	
(right to \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Common Stock	
(right to \$31/1	Common Stock	
(right to \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Common Stock	
(right to 3 36 66 (1) 11/1/11/	Common Stock	
(right to - 3/4/3)	Common Stock	
(1) 1//11//113	Common Stock	
$\frac{1}{1}$	Common Stock	
Option (right to \$7.41 (1) 12/08/2015 Co	Common ,	
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	Common Stock	

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Option (right to buy)	\$ 3.4	02/28/2011	A	84,390	(1)	02/27/2018	Common Stock	8
Restricted Stock Units	(3)				09/16/2011(2)	09/16/2011(2)	Common Stock	13
Restricted Stock Units	(3)				12/31/2011(2)	12/31/2011(2)	Common Stock	
Restrict Stock Units	(3)				<u>(4)</u>	<u>(4)</u>	Common Stock	1
Restricted Stock Units (5)	(3)				12/31/2011(2)	12/31/2011(2)	Common Stock	10
Restricted Stock Units	(3)	02/28/2011	A	47,790	<u>(6)</u>	<u>(6)</u>	Common Stock	2
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	1
Option (right to buy)	\$ 7.41				<u>(1)</u>	12/08/2015	Common Stock	4
Restricted Stock Units	(3)				09/16/2011 <u>(2)</u>	09/16/2011(2)	Common Stock	1,
Restricted Stock Units	(3)				12/31/2011(2)	12/31/2011(2)	Common Stock	
Restrict Stock Units	(3)				<u>(4)</u>	<u>(4)</u>	Common Stock	6
Restricted Stock	(3)				12/31/2011(2)	12/31/2011(2)	Common Stock	1

Units (5)

Restricted

Stock (3) 02/28/2011 A 26,657 (6) Common Stock

Units

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

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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