

Samuels Eric  
 Form 4  
 January 05, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Samuels Eric

(Last) (First) (Middle)  
 343 STATE STREET  
 (Street)

ROCHSTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EASTMAN KODAK CO [EK]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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)
Common Stock	12/31/2009		M	(A) 463.5604 (1)	\$ 4.29 582.5604	D	
Common Stock	12/31/2009		F	(D) 174.5604 (2)	\$ 4.29 408	D	

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

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SEC 1474  
 (9-02)

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**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options (right to buy)	\$ 2.64					<u>(3)</u>	06/16/2016	Common Stock
Restricted Stock Units	<u>(4)</u>					12/31/2011 <u>(8)</u>	12/31/2011 <u>(8)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units <u>(6)</u>	<u>(4)</u>	12/31/2009		M	463,560 <u>(1)</u>	12/31/2009 <u>(8)</u>	12/31/2009 <u>(8)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock

## Reporting Owners

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

## Signatures

Patrick M. Sheller, as attorney-in-fact for Eric Samuels  
 Date: 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.

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- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units convert on a one-to-one basis.
- (5) 50% vest on 9/16/2010, remaining 50% vest on 9/16/2011
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (7) These units vest 50% on both the 2nd and 4th anniversary of the grant date
- (8) This is the date these restricted stock units will vest.

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.