

Kruchten Brad
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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2009

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

343 STATESTREET

Senior Vice President

(Street)

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

ROCHESTER, NY 14650

(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 (D) Price			
Common Stock	12/31/2009		M	5,835.4602 (1) A \$ 4.29	12,796.4602	D	
Common Stock	12/31/2009		F	2,187.4602 (2) D \$ 4.29	10,609	D	
Common Stock					26.6195	I	By Trustee in ESOP
Common Stock	12/31/2009		M	1,622.4638 (1) A \$ 4.29	2,822.4638	I	By Spouse
Common Stock	12/31/2009		F	608.4638 (2) D \$ 4.29	2,214	I	By Spouse

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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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(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3					(3)	03/29/2010	Common Stock
Option (right to buy)	\$ 31.3					(3)	01/11/2011	Common Stock
Option (right to buy)	\$ 31.3					(3)	11/15/2011	Common Stock
Option (right to buy)	\$ 31.71					(3)	12/09/2011	Common Stock
Option (right to buy)	\$ 31.3					(3)	08/25/2012	Common Stock
Option (right to buy)	\$ 36.66					(3)	11/21/2012	Common Stock
Option (right to buy)	\$ 24.75					(3)	12/06/2012	Common Stock
Option (right to buy)	\$ 25.88					(3)	12/11/2013	Common Stock

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buy)									
Option (right to buy)	\$ 23.28					<u>(3)</u>	12/10/2014		Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u>	12/08/2015		Common Stock
Option (right to buy)	\$ 2.87					<u>(3)</u>	07/12/2016		Common Stock
Restricted Stock Units <u>(4)</u>	<u>(6)</u>	12/31/2009	M	5,835.4602 <u>(1)</u>		12/31/2009 ⁽⁵⁾	12/31/2009 ⁽⁵⁾		Common Stock
Restricted Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock
Restricted Stock Units	<u>(6)</u>						12/31/2011 ⁽⁵⁾	12/31/2011 ⁽⁵⁾	Common Stock
Restrict Stock Units	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>		Common Stock
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/29/2010		Common Stock
Option (right to buy)	\$ 31.3					<u>(3)</u>	01/11/2011		Common Stock
Option (right to buy)	\$ 31.3					<u>(3)</u>	11/15/2011		Common Stock
Option (right to buy)	\$ 36.66					<u>(3)</u>	11/21/2012		Common Stock
Option (right to buy)	\$ 23.99					<u>(3)</u>	04/16/2014		Common Stock
Option (right to buy)	\$ 23.28					<u>(3)</u>	12/10/2014		Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u>	12/08/2015		Common Stock

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Restricted Stock Units ⁽⁴⁾	(6)	12/31/2009	M	1,622.4638 <u>(1)</u>	12/31/2009 ⁽⁵⁾	12/31/2009 ⁽⁵⁾	Common Stock
Restricted Stock Units	(6)				<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	(6)				12/31/2011 ⁽⁵⁾	12/31/2011 ⁽⁵⁾	Common Stock
Restrict Stock Units	(6)				<u>(8)</u>	<u>(8)</u>	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	01/05/2010
<u> </u> **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) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (5) This is the date these restricted stock units will vest.
- (6) These units convert on a one-to-one basis.
- (7) 50% vest on the second anniversary of the grant date, remaining vest on the 3rd anniversary.
- (8) 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.