ROGERS JAMES P

Form 4/A

November 23, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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IP OF

5. Relationship of Reporting Person(s) to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROGERS JAMES P			Symbol EASTM	Symbol EASTMAN CHEMICAL CO [EMN]				[EMN]	Issuer		
(Last)	(First)	(Middle)	3. Date of					(—-· ·)	(Chec	ck all applicable	e)
EASTMAN COMPANY EASTMAN		(Month/Day/Year) 11/18/2004					Director 10% Owner Officer (give title Other (specify below) EVP & Eastman Div President				
				nendment, Date Original Ionth/Day/Year) /2004					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution any	Execution Date, if			4. Securi r(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/22/2004			S		1,700	D	\$ 51.1	21,513 (1)	D	
Common Stock	11/22/2004			S		1,400	D	\$ 51.11	20,113 (1)	D	
Common Stock	11/22/2004			S		113	D	\$ 51.12	20,000 (1)	D	
Common Stock									1,588 (2)	I	401(K) Plan
Common Stock									1,027	I	By 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		
				C-l- V	(A) (D)	Date Exercisable Expiration Date	An Title Nu
				Code V	(A) (D)		Sha
Phantom Stock Units	\$ 0 (4)	11/18/2004		I	114,186 (3)	08/08/1988(4) 08/08/1988(4)	Common 11 Stock

Reporting Owners

	Kelationships		
Reporting Owner Name / Address	•		

Director 10% Owner Officer Other

ROGERS JAMES P EASTMAN CHEMICAL COMPANY 100 NORTH EASTMAN ROAD KINGSPORT, TN 37660-5075

EVP & Eastman Div President

Signatures

Brian L. Henry, by Power of

Attorney 11/23/2004

**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).
- Corrects total shares of common stock beneficially owned directly (21,513; 20,113; and 20,000, respectively) from those incorrectly reported (6,513; 5,113; and 5,000, respectively) on the original Form 4 being amended. The error was the result of the incorrect omission of 15,000 shares in the amount of total shares indicated as beneficially owned directly on the reporting person's 6/7/04 Form 4.
- (2) Includes 26 shares acquired since 6/7/04 resulting from automatic reinvestment of dividends.
- (3) Includes 2,127 phantom stock units credited under the Executive Deferred Compensation Plan since 4/1/04 as hypothetical reinvestment of dividend equivalents.
- (4) Phantom stock units credited under the Executive Deferred Compensation Plan, each having a value equal to the market value of one share of issuer common stock and payable only in cash and, subject to certain acceleration and early withdrawal provisions,

Reporting Owners 2

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after termination of employment.

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.