STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### EASTMAN CHEMICAL CO

Form 4

November 09, 2005

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

**SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** NELSON GREGORY O			2. Issuer Name <b>and</b> Ticker or Trading Symbol EASTMAN CHEMICAL CO [EMN]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  EASTMAN CHEMICAL  COMPANY, 200 SOUTH WILCOX  DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/07/2005					(Check all applicable)  Director 10% Owner Officer (give title Other (specify below)  CTO & SVP Dev Bus			
	(Street)			If Amendment, Date Original  ed(Month/Day/Year)  6. Individual or Joint/Group Filing  Applicable Line)  _X_ Form filed by One Reporting Person			erson				
KINGSPORT, TN 37660  — Form filed by More than One Reporting Person							porting				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/07/2005			M	9,200	A	\$ 47.55	17,324	D		
Common Stock	11/07/2005			F	7,997	D	\$ 54.7	9,327	D		
Common								573	I	ESOP	

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

### Edgar Filing: EASTMAN CHEMICAL CO - Form 4

## 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)

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. Transactic Code (Instr. 8)	5. Number of or 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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (right to buy)	\$ 47.55	11/07/2005		M		9,200	04/05/2004	04/04/2012	Common Stock	9,20
Employee Stock Option (right to buy)	\$ 54.7	11/07/2005		A	7,997		11/07/2005	04/04/2012	Common Stock	7,99
Phantom Stock Units	\$ 0 (1)	11/07/2005		I		3,843 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	3,84

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			

NELSON GREGORY O EASTMAN CHEMICAL COMPANY 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660

CTO & SVP Dev Bus

### **Signatures**

Brian L. Henry, by Power of Attorney

rney 11/09/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

### Edgar Filing: EASTMAN CHEMICAL CO - Form 4

## **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).
  - Phantom stock units credited under the Executive Deferred Compensation Plan, each having a value equal to the market value of one
- (1) share of issuer common stock and payable only in cash and, subject to certain acceleration and early withdrawal provisions, after termination of service.
- (2) Includes 352 units acquired since May 13, 2003 resulting from automatic reinvestment of dividend equivalents.

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.