Edgar Filing: EASTMAN CHEMICAL CO - Form 4

Form 4	CHEMICAL CO)									
February 26, FORN		STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may cont See Instr 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	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 20(b) of the Investment Company Act of 1940								Expires: January 3 200 Estimated average burden hours per response 0.	
(Print or Type]	Responses)										
SNEED NORRIS P Syml				r Name and IAN CHH				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction(Month/Day/Year)02/22/2008					(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title 0ther (specify below) SVP, HR Communications and PA			
Filed(Mon			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
KINGSPOF	RT, TN 37660							Person		portung	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ties Acq	uired, Disposed of,	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	n Date, if	3. Transactio Code (Instr. 8)	4. Securiti or(A) or Dis (Instr. 3, 4	sposed	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/22/2008			Code V A	Amount 11,020 (1)	(D) A	Price \$ 0	23,887	D		
Common Stock	02/22/2008			F	3,770 (2)	D	\$ 66.21	20,117	D		

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SNEED NORRIS P 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660			SVP, HR Communications and PA				
Signatures							
Brian L. Henry, by Power of							

Attorney

02/22/2008

**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) Payout under performance shares awarded at beginning of three-year (2005-2007) performance period under terms of a long-term performance subplan of the Omnibus Long-Term Compensation Plan.
- (2) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.

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.