EASTMAN CHEMICAL CO

Form 4 June 04, 2013

FORM 4

OMB APPROVAL

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

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Golden David A.			2. Issuer Name and Ticker or Trading Symbol EASTMAN CHEMICAL CO [EMN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2013					Director 10% Owner Sylvantification 10% Owner Sylvantification Other (specify below) below) SVP & Chief Legal Officer						
(Street)			4. If Amendment, Date Original Filed(Month/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					
KINGSPOR	T, TN 37660							Person	Tore than one Re	porting			
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivati	ve Secu	rities Acq	cquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day		n Date, if	Code	Transaction(A) or Disposed of (D)			5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)					
				Code V	√ Amou		Price	(Instr. 3 and 4)					
Common Stock	05/31/2013			M	5,000	A	(1)	8,871	D				
Common Stock	05/31/2013			F	1,368 (2)	D	\$ 71.72	7,503	D				
Common Stock								30	I	By ESOP			
Common Stock								1,845 (3)	I	By 401(k) Plan			

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

Plan

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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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/31/2013		M	5,000	<u>(1)</u>	05/31/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Golden David A.

200 SOUTH WILCOX DRIVE SVP & Chief Legal Officer KINGSPORT, TN 37660

Signatures

Brian L. Henry, by Power of

Attorney 06/04/2013

**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 of shares underlying restricted stock units upon satisfaction of time condition to vesting.
- (2) Shares of common stock withheld in satisfaction of tax liability upon vesting of the 5,000 restricted stock units.
- (3) Includes 6 shares acquired since February 22, 2013 resulting from automatic reinvestment of dividends.

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.

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