

EASTMAN KODAK CO
Form 4
February 29, 2008

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 *
PEREZ ANTONIO M

(Last) (First) (Middle)
343 STATE STREET
(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/27/2008		F	V	3,210 (1)	\$ 18.18	184,193 (2) D

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)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (right to buy)	\$ 30.96					<u>(3)</u>	04/01/2013	common stock	50
Option (right to buy)	\$ 24.49					<u>(4)</u>	11/18/2010	common stock	51
Option (right to buy)	\$ 31.71					<u>(4)</u>	12/09/2011	Common Stock	90
Option (right to buy)	\$ 26.47					<u>(4)</u>	05/31/2012	Common Stock	30
Option (right to buy) <u>(5)</u>	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	13
Option (right to buy) <u>(5)</u>	\$ 25.88					<u>(4)</u>	12/11/2013	Common Stock	31
Option (right to buy) <u>(5)</u>	\$ 23.28					<u>(4)</u>	12/10/2014	Common Stock	39
Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	17,5
Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	54,1
Stock Units <u>(9)</u>	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	18,3
Restricted Stock Units <u>(10)</u>	<u>(6)</u>					12/31/2009 ⁽¹¹⁾	12/31/2009 ⁽¹¹⁾	Common Stock	73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ ANTONIO M 343 STATE STREET ROCHESTER, NY 14650	X		President, Chairman & CEO	

Signatures

Laurence L. Hickey, as attorney-in-fact for Antonio M. Perez
02/29/2008

__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) Payment of withholding taxes.
- (2) Some of these shares are restricted.
- (3) Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These units convert on a one-to-one basis.
- (7) This date is not applicable to these units.
- (8) 25,000 of 50,000 RSUs lapsed. This total includes dividend equivalents reported separately which were not restricted.
- (9) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (10) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (11) This is the date these restricted stock units will vest.

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.