

Lloyd William J
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
Lloyd William J

(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)
12/31/2008

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)
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/31/2008 | | M | | 196.8552 (2) | A | \$ 6.43 (1) |
| Common Stock | 12/31/2008 | | F | | 66.8552 (3) | D | \$ 6.43 15,435 |

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

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(9-02)

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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. 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) | \$ 24.49 | | | | | <u>(4)</u> | 11/18/2010 | Common Stock |
| Option (right to buy) | \$ 31.74 | | | | | <u>(4)</u> | 12/08/2011 | Common Stock |
| Option (right to buy) | \$ 31.17 | | | | | <u>(4)</u> | 12/09/2011 | Common Stock |
| Option (right to buy) | \$ 26.46 | | | | | <u>(5)</u> | 05/11/2012 | Common Stock |
| Option (right to buy) | \$ 26.47 | | | | | <u>(5)</u> | 05/31/2012 | Common Stock |
| Option (right to buy) <u>(6)</u> | \$ 24.75 | | | | | <u>(5)</u> | 12/06/2012 | Common Stock |
| Option (right to buy) <u>(6)</u> | \$ 25.88 | | | | | <u>(5)</u> | 12/11/2013 | Common Stock |
| Option (right to buy) <u>(6)</u> | \$ 23.28 | | | | | <u>(5)</u> | 12/10/2014 | Common Stock |
| Restricted Stock Units <u>(7)</u> | <u>(9)</u> | 12/31/2008 | | M | 196.8552 | 12/31/2008 ⁽¹⁰⁾ | 12/31/2008 ⁽¹⁰⁾ | Common Stock |
| Restricted Stock Units <u>(8)</u> | <u>(9)</u> | | | | | 12/31/2009 ⁽¹⁰⁾ | 12/31/2009 ⁽¹⁰⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lloyd William J 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for William J.
Lloyd

01/05/2009

__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) Some of these shares are restricted.
- (2) Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- (3) Payment of withholding taxes.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (7) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (8) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (9) These units convert on a one-for-one basis.
- (10) 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.
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