EASTMAN CHEMICAL CO

Form 4

November 26, 2014

FΟ	R	M	4
----	---	---	---

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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.

Form 4 or 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).

Common

Stock

11/25/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Motte Godefroy AFE		Person * 2. Issue Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		IAN CHEMICAL CO [EMN] f Earliest Transaction	(Check all applicable)			
200 SOUTH		(Month/E 11/25/2	Day/Year)	Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
			ndment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KINGSPOF	RT, TN 37660			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	e I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Indirect Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/25/2014		M 9,600 $\frac{A}{(1)}$ \$ 33.08	52,032 D			

9,600

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

D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

\$ 86.4 42,432

D

Edgar Filing: EASTMAN CHEMICAL CO - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed

Security (Instr. 3)	Conversion or Exercise Price of Derivative Security		Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V		Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation	\$ 33.08 (2)	11/25/2014		M	9,600	10/30/2010	10/29/2017	Common Stock	9,600

7. Title and Amount

6. Date Exercisable and

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Motte Godefroy AFE 200 SOUTH WILCOX KINGSPORT, TN 37660

Senior Vice President

Signatures

1. Title of

Right

Brian L. Henry, by Power of

Attorney 11/26/2014

**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).
- Deemed simultaneous purchase from and sale to the issuer of shares underlying Stock Appreciation Rights ("SAR"s) exercised. The SARs were exercised for cash, and did not involve the actual issuance or disposition of common stock.
- The SAR exercise price was halved and the number of shares underlying the SAR was doubled in the October 3, 2011 2-for-1 stock split by dividend of the common stock.

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.

Reporting Owners 2