

EASTMAN KODAK CO
 Form 4
 October 03, 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)
 10/01/2008

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)
Common Stock				(A) or (D) Price	149,153 ⁽¹⁾	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 Underlying Instrument (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 30.96					(2)	04/01/2013	com st
Option (right to buy)	\$ 24.49					(3)	11/18/2010	com st
Option (right to buy)	\$ 31.71					(3)	12/09/2011	Cor St
Option (right to buy)	\$ 26.47					(4)	05/31/2012	Cor St
Option (right to buy) (5)	\$ 24.75					(4)	12/06/2012	Cor St
Option (right to buy) (5)	\$ 25.88					(4)	12/11/2013	Cor St
Option (right to buy) (5)	\$ 23.28					(4)	12/10/2014	Cor St
Stock Units	(6)	07/16/2008		J	V 314.59 (13)	(7)	(7)	Cor St
Stock Units	(6)	07/16/2008		J	V 971.68 (13)	(7)	(7)	Cor St
Stock Units	(6)	10/01/2008		F		(7)	(7)	Cor St
Stock Units (11)	(6)	07/16/2008		J	V 328.6861 (13)	(7)	(7)	Cor St
Restricted Stock Units (12)	(6)	07/16/2008		J	V 1,337.8463 (13)	12/31/2009(14)	12/31/2009(14)	Cor St

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

10/03/2008

 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) Some of these shares are restricted.
- (2) 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.
- (3) These options have vested.
- (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 Compensaton 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 resticted.
- (9) The remaining 25,000 RSUs lapsed on 10/1/2008
- (10) Payment of withholding taxes.
- (11) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (12) Theses units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (13) These units were credited to the reporting person's account as dividend equivalents.
- (14) 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.