

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McCorvey Antoinette P</u>			2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ EK ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>343 STATE STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCHESTER NY 14650</u>								
(City) (State) (Zip)								

**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			
<u>Common Stock</u>								<u>25,790</u>	<u>D</u>	

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Option (right to buy)</u>	<u>\$31.3</u>						<u>(1)</u>	<u>01/11/2011</u>	<u>Common Stock</u>	<u>8,233</u>		<u>8,233</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$31.3</u>						<u>(1)</u>	<u>11/15/2011</u>	<u>Common Stock</u>	<u>14,000</u>		<u>14,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$24.59</u>						<u>(1)</u>	<u>01/19/2013</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$23.28</u>						<u>(2)</u>	<u>12/10/2014</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$7.41</u>						<u>(2)</u>	<u>12/08/2015</u>	<u>Common Stock</u>	<u>23,680</u>		<u>23,680</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$5.05</u>	<u>12/13/2010</u>		<u>A</u>		<u>15,000</u>	<u>(2)</u>	<u>12/12/2017</u>	<u>Common Stock</u>	<u>15,000</u>	<u>\$5.05</u>	<u>15,000</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>							<u>09/16/2011<sup>(4)</sup></u>	<u>09/16/2011<sup>(4)</sup></u>	<u>Common Stock</u>		<u>10,891</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>							<u>12/31/2010<sup>(4)</sup></u>	<u>12/31/2010<sup>(4)</sup></u>	<u>Common Stock</u>		<u>2,998</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>							<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>		<u>28,732</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(6)</sup></u>	<u>(3)</u>							<u>12/31/2011<sup>(4)</sup></u>	<u>12/31/2011<sup>(4)</sup></u>	<u>Common Stock</u>		<u>5,096.6</u>	<u>D</u>	

**Explanation of Responses:**

1. These options have vested.
2. These options vest one-third on each of the first three anniversaries of the date of grant.
3. These units convert on a one-to-one basis.
4. This is the date these restricted stock units will vest.
5. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
6. These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.

**Remarks:**

Patrick M. Sheller as attorney- 12/15/2010  
in-fact for Antoinette McCorvey

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

\* 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).

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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