

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Edwards Douglas J</u>			2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [EKDKQ]</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) Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	ROCHESTER, NY	14650						
(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			
Common Stock	09/28/2012		M		56,612 ⁽⁵⁾	A	\$0.19	86,946	D	
Common Stock	09/28/2012		F		24,327 ⁽⁶⁾	D	\$0.19	62,619	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$22.82							(1)	10/16/2013	Common Stock	5,000		5,000	D	
Option (right to buy)	\$25.88							(1)	12/11/2013	Common Stock	4,350		4,350	D	
Option (right to buy)	\$23.28							(1)	12/10/2014	Common Stock	47,720		47,720	D	
Option (right to buy)	\$6.96							(1)	01/25/2016	Common Stock	60,810		60,810	D	
Option (right to buy)	\$4.29							(1)	04/13/2016	Common Stock	1,500		1,500	D	
Restricted Stock Units	(2)	09/28/2012		M		56,612 ⁽⁵⁾		(3)	(3)	Common Stock	56,612	\$0	56,613	D	
Restricted Stock Units	(2)							(4)	(4)	Common Stock	28,777		28,777	D	

Explanation of Responses:

- These options have vested.
- These units convert on a one-to-one basis.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
- Vesting and distribution of shares of Restricted Stock Units.
- Payment of withholding taxes.

Remarks:

Susan M. Wylie as attorney-in-fact for Douglas Edwards 10/02/2012

** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.