

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| 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 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*<br><u>Kruchten Brad</u><br><br>(Last) (First) (Middle)<br>343 STATESTREET<br><br>(Street)<br>ROCHESTER NY 14650<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EASTMAN KODAK CO [ EK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Senior Vice President |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/13/2009                |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**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                    |                                      |  |                                |   |   |            | 6,961   | D   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 26.6195 | I   | By Trustee in ESOP                                       |   |
| Common Stock                    |                                      |  |                                |   |   |            | 1,200   | I   | By Spouse  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 26.6195 | I   | Spouse by trustee in spouse's ESOP                       |   |

**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)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 03/29/2010      | Common Stock  | 4,600                      |  | 4,600  | D   |  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 01/11/2011      | Common Stock  | 6,413                      |  | 6,413  | D   |  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 11/15/2011      | Common Stock  | 9,250                      |  | 9,250  | D   |  |
| Option (right to buy)                      | \$31.71  |                                      |  |                                |   |  |     | (1)  | 12/09/2011      | Common Stock  | 4,200                      |  | 4,200  | D   |  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 08/25/2012      | Common Stock  | 5,000                      |  | 5,000  | D   |  |
| Option (right to buy)                      | \$36.66  |                                      |  |                                |   |  |     | (1)  | 11/21/2012      | Common Stock  | 11,875                     |  | 11,875   | D   |  |
| Option (right to buy)                      | \$24.75  |                                      |  |                                |   |  |     | (1)  | 12/06/2012      | Common Stock  | 4,800                      |  | 4,800  | D   |  |
| Option (right to buy)                      | \$25.88  |                                      |  |                                |   |  |     | (1)  | 12/11/2013      | Common Stock  | 13,110                     |  | 13,110   | D   |  |
| Option (right to buy)                      | \$23.28  |                                      |  |                                |   |  |     | (1)  | 12/10/2014      | Common Stock  | 34,740                     |  | 34,740   | D   |  |
| Option (right to buy)                      | \$7.41   |                                      |  |                                |   |  |     | (1)  | 12/08/2015      | Common Stock  | 75,540                     |  | 75,540   | 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)                      | (4)  | 07/13/2009                           |  | A                              |   | 15,000   |     | (1)  | 07/12/2016                | Common Stock  | 15,000                     | \$2.87                                     | 15,000   | D   |  |
| Restricted Stock Units <sup>(2)</sup>      | (4)  |                                      |  |                                |   |  |     | 12/31/2009 <sup>(3)</sup>                                | 12/31/2009 <sup>(3)</sup> | Common Stock  | 5,835.46                   |  | 5,835.46   | D   |  |
| Restricted Stock Units                     | (4)  |                                      |  |                                |   |  |     | (5)  | (5)                       | Common Stock  | 26,959.76                  |  | 26,959.76  | D   |  |
| Restricted Stock Units                     | (4)  |                                      |  |                                |   |  |     | 12/31/2011 <sup>(3)</sup>                                | 12/31/2011 <sup>(3)</sup> | Common Stock  | 9,561                      |  | 9,561  | D   |  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 03/29/2010                | Common Stock  | 1,534                      |  | 1,534  | I   | By Spouse  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 01/11/2011                | Common Stock  | 2,600                      |  | 2,600  | I   | By Spouse  |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (1)  | 11/15/2011                | Common Stock  | 4,250                      |  | 4,250  | I   | By Spouse  |
| Option (right to buy)                      | \$36.66  |                                      |  |                                |   |  |     | (1)  | 11/21/2012                | Common Stock  | 5,500                      |  | 5,500  | I   | By Spouse  |
| Option (right to buy)                      | \$23.99  |                                      |  |                                |   |  |     | (1)  | 04/16/2014                | Common Stock  | 5,000                      |  | 5,000  | I   | By Spouse  |
| Option (right to buy)                      | \$23.28  |                                      |  |                                |   |  |     | (1)  | 12/10/2014                | Common Stock  | 14,370                     |  | 14,370   | I   | By Spouse  |
| Option (right to buy)                      | \$7.41   |                                      |  |                                |   |  |     | (1)  | 12/08/2015                | Common Stock  | 50,130                     |  | 50,130   | I   | By Spouse  |
| Restricted Stock Units <sup>(2)</sup>      | (4)  |                                      |  |                                |   |  |     | 12/31/2009 <sup>(3)</sup>                                | 12/31/2009 <sup>(3)</sup> | Common Stock  | 1,622                      |  | 1,622  | I   | By Spouse  |
| Restricted Stock Units                     | (4)  |                                      |  |                                |   |  |     | (5)  | (5)                       | Common Stock  | 27,514.8                   |  | 27,514.8   | I   | By Spouse  |
| Restricted Stock Units                     | (4)  |                                      |  |                                |   |  |     | 12/31/2011 <sup>(3)</sup>                                | 12/31/2011 <sup>(3)</sup> | Common Stock  | 6,345                      |  | 6,345  | I   | By Spouse  |

**Explanation of Responses:**

1. These options vest one-third on each of the first three anniversaries of the date of grant.
2. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
3. This is the date these restricted stock units will vest.
4. These units convert on a one-to-one basis.
5. 50% vest on the second anniversary of the grant date, remaining vest on the 3rd anniversary.

**Remarks:**

Patrick M. Sheller as attorney-  
in-fact for Brad Kruchten      07/15/2009

\*\* 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.

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