

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Kruchten Brad</u>  (Last) (First) (Middle) 343 STATESTREET  (Street) ROCHESTER NY 14650  (City) (State) (Zip)	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) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2012</u>	
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	09/28/2012		M		62,680 <sup>(4)</sup>	A	\$0.19	82,371	D	
Common Stock	09/28/2012		F		22,703 <sup>(1)</sup>	D	\$0.19	59,668	D	
Common Stock								26.6195	I	By Trustee in ESOP
Common Stock	09/28/2012		M		34,964 <sup>(4)</sup>	A	\$0.19	45,916	I	By Spouse
Common Stock	09/28/2012		F		12,664 <sup>(1)</sup>	D	\$0.19	33,252	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					
Option (right to buy)	\$36.66							(2)	11/21/2012	Common Stock	11,875	11,875	D	
Option (right to buy)	\$24.75							(2)	12/06/2012	Common Stock	4,800	4,800	D	
Option (right to buy)	\$25.88							(2)	12/11/2013	Common Stock	13,110	13,110	D	
Option (right to buy)	\$23.28							(2)	12/10/2014	Common Stock	34,740	34,740	D	
Option (right to buy)	\$7.41							(2)	12/08/2015	Common Stock	75,540	75,540	D	
Option (right to buy)	\$2.87							(2)	07/12/2016	Common Stock	15,000	15,000	D	
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	84,390	84,390	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				
Restrict Stock Units	(5)	09/28/2012		M			62,680 <sup>(4)</sup>	(6)	(6)	Common Stock	62,680	\$0	62,680	D	
Restricted Stock Units	(5)							(7)	(7)	Common Stock	31,862		31,862	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	Common Stock	5,500		5,500	I	By Spouse
Option (right to buy)	\$23.99							(2)	04/16/2014	Common Stock	5,000		5,000	I	By Spouse
Option (right to buy)	\$23.28							(2)	12/10/2014	Common Stock	14,370		14,370	I	By Spouse
Option (right to buy)	\$7.41							(2)	12/08/2015	Common Stock	50,130		50,130	I	By Spouse
Restrict Stock Units	(5)	09/28/2012		M			34,964 <sup>(4)</sup>	(6)	(6)	Common Stock	36,964	\$0	36,964	I	By Spouse
Restricted Stock Units	(5)							(7)	(7)	Common Stock	17,773		17,773	I	By Spouse

**Explanation of Responses:**

1. Payment of withholding taxes.
2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the date of grant.
4. Vesting and distribution of shares of Restricted Stock Units.
5. These units convert on a one-to-one basis.
6. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
7. These units vest on the next two anniversaries of the date of grant.

**Remarks:**

Susan M. Wylie as attorney-in-fact for Brad Kruchten     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.

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