

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>Chen Herald Y</u> (Last) (First) (Middle) 343 STATE STREET (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2009	

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	12/07/2009		A		16,670 ⁽¹⁾	A	\$4.52	16,670 ⁽²⁾	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
Option (right to buy) ⁽³⁾	\$4.52	12/07/2009		A		18,180		(4)	12/06/2016	Common Stock	18,180	\$4.52	18,180	D	

Explanation of Responses:

- Annual restricted stock equity grant.
- These shares are restricted.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These options vest one year after date of grant.

Remarks:

Patrick M. Sheller, as attorney-in-fact for Herald Chen 12/09/2009

** 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.

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.

NOTICE TO PRINCIPALS IN THE STATE OF NEW YORK Required Pursuant To
Section 5-1501B of the New York General Obligations Law
Subd.1(d)(1).

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly.

Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

The undersigned, Herald Y. Chen, hereby appoints each of Patrick M. Sheller, Susan M. Wylie and Joyce P. Haag, each with full power to act separately and individually, his/her agent and attorney-in-fact to:

(1) execute for the undersigned, in respect of the undersigned's obligations in his/her capacity as a Director of Eastman Kodak Company (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) execute for the undersigned, in respect of the undersigned's obligations in his/her capacity as a Director of the Company, Form 144 in accordance with the Securities Exchange Act of 1934 and the rules thereunder;

(3) perform any and all acts for the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or Form 144 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority for and on behalf of the undersigned upon receipt by the agent of information from or about the undersigned requiring such filing; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such agent, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such agent on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such agent may approve in his or her discretion.

The undersigned hereby grants to his agent full power and authority to do anything that is necessary or desirable in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such agent, or such agent's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing agent, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and Section 5 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing agent.

This Power of Attorney shall be "durable" and shall survive the incapacitation of the undersigned and until actual notice is received by the agents named herein of the undersigned's death.

The execution of this Power of Attorney does not revoke any other power of attorney previously executed by the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2009.

/s/Herald Y. Chen

State of California
County of San Mateo

On the 1st day of October in the year 2009 before me,

Emily R. Santos, Notary Public

undersigned, personally appeared Adam Herbert Clammer,
personally known to me or proved to me on the basis of
satisfactory evidence to be the individual whose name is
subscribed to the within instrument and acknowledged to me that
he/she executed the same in his/her capacity, and that by his/her
signature on the instrument, the individual, or the person upon
behalf of which the individual acted, executed the instrument.

Commission - 1626351

exp. December 3, 2009