

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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).

1. Name and Address of Reporting Person* <u>Quatela Laura</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)  Director 10% Owner Officer (give title below) Other (specify below)  X Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	09/16/2011		M		10,732.14 <sup>(6)</sup>	A	\$2.77	30,080.14	D	
Common Stock	09/16/2011		F		3,888.14 <sup>(1)</sup>	D	\$2.77	29,192	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)	\$31.3							(2)	11/15/2011	Common Stock	2,350		2,350	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	Common Stock	4,000		4,000	D	
Option (right to buy)	\$24.59							(2)	01/19/2013	Common Stock	8,000		8,000	D	
Option (right to buy)	\$21.93							(2)	07/17/2013	Common Stock	5,000		5,000	D	
Option (right to buy)	\$25.88							(2)	12/11/2013	Common Stock	1,740		1,740	D	
Option (right to buy)	\$23.28							(2)	12/10/2014	Common Stock	4,945		4,945	D	
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	18,585		18,585	D	
Option (right to buy)	\$5.22							(3)	01/23/2018	Common Stock	15,000		15,000	D	
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	85,366		85,366	D	
Restricted Stock Units	(4)	09/16/2011		M		10,732.14 <sup>(6)</sup>		09/16/2011 <sup>(5)</sup>	09/16/2011 <sup>(5)</sup>	Common Stock	10,732.14	\$0	0	D	
Restricted Stock Units	(4)							12/31/2011 <sup>(5)</sup>	12/31/2011 <sup>(5)</sup>	Common Stock	2,127		2,127	D	
Restricted Stock Units	(4)							(7)	(7)	Common Stock	65,217		65,217	D	
Restricted Stock Units	(4)							(8)	(8)	Common Stock	37,983		37,983	D	
Restricted Stock Units	(4)							12/31/2011 <sup>(5)</sup>	12/31/2011 <sup>(5)</sup>	Common Stock	3,615		3,615	D	
Restricted Stock Units	(4)							(9)	(9)	Common Stock	48,343		48,343	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				
Restricted Stock Units	(4)							(8)	(8)	Common Stock	82,151		82,151	D	

**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. These units convert on a one-to-one basis.
5. This is the date these restricted stock units will vest.
6. Vesting and distribution of shares of Restricted Stock Units.
7. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
8. These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
9. These units vest one-third on each of the first three anniversaries of the date of grant.

**Remarks:**

Patrick M. Sheller as Attorney-  
in-fact for Laura Quatela      09/20/2011

\*\* 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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