

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>Quatela Laura</u>			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 <input type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCHESTER NY 14650</u>								
(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								19,348	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							(1)	11/15/2011	Common Stock	2,350		2,350	D		
Option (right to buy)	\$36.66							(1)	11/21/2012	Common Stock	4,000		4,000	D		
Option (right to buy)	\$24.59							(1)	01/19/2013	Common Stock	8,000		8,000	D		
Option (right to buy)	\$21.93							(1)	07/17/2013	Common Stock	5,000		5,000	D		
Option (right to buy)	\$25.88							(1)	12/11/2013	Common Stock	1,740		1,740	D		
Option (right to buy)	\$23.28							(1)	12/10/2014	Common Stock	4,945		4,945	D		
Option (right to buy)	\$7.41							(2)	12/08/2015	Common Stock	18,585		18,585	D		
Option (right to buy)	\$5.22							(2)	01/23/2018	Common Stock	15,000		15,000	D		
Option (right to buy)	\$3.4	02/28/2011		A		85,366		(2)	02/27/2018	Common Stock	85,366	\$3.4	85,366	D		
Restricted Stock Units	(3)								09/16/2011 <sup>(4)</sup>	09/16/2011 <sup>(4)</sup>	Common Stock	10,732.14		10,732.14	D	
Restricted Stock Units	(3)								12/31/2011 <sup>(4)</sup>	12/31/2011 <sup>(4)</sup>	Common Stock	2,127		2,127	D	
Restricted Stock Units	(3)								(5)	(5)	Common Stock	65,217		65,217	D	
Restricted Stock Units	(3)								(6)	(6)	Common Stock	37,983		37,983	D	
Restricted Stock Units	(3)								12/31/2011 <sup>(4)</sup>	12/31/2011 <sup>(4)</sup>	Common Stock	3,615		3,615	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
Restricted Stock Units	(3)	02/28/2011		A		48,343		(7)	(7)	Common Stock	48,343	\$0	48,343	D	
Restricted Stock Units	(3)	02/28/2011		A		82,151		(6)	(6)	Common Stock	82,151	\$0	82,151	D	

**Explanation of Responses:**

1. These options have vested.
2. These options vest one-third on each of the first three anniversaries of the date of grant.
3. These units convert on a one-to-one basis.
4. This is the date these restricted stock units will vest.
5. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
6. These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
7. 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      03/02/2011

\*\* 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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