

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>Jotwani Pradeep</u>			2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [EKDKQ]</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) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>343 STATE STREET</u>			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	02/28/2012		M		36,828 ⁽²⁾	A	\$0.35	68,410	D	
Common Stock	02/28/2012		F		13,509 ⁽¹⁾	D	\$0.35	54,901	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)	\$3.96							(3)	10/18/2017	Common Stock	250,000		250,000	D	
Option (right to buy)	\$3.4							(4)	02/27/2018	Common Stock	195,122		195,122	D	
Restricted Stock Units	(5)							(6)	(6)	Common Stock	100,000		100,000	D	
Restricted Stock Units	(5)	02/28/2012		M				(7)	(7)	Common Stock	36,828	\$0	73,669	D	

Explanation of Responses:

1. Payment of withholding taxes.
2. Vesting and distribution of shares of Restricted Stock Units.
3. These options vest 50% on both the 3rd and 4th anniversary of the grant date.
4. These options vest one-third on each of the first three anniversaries of the date of grant.
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 one-third on each of the first three anniversaries of the date of grant.

Remarks:

Patrick M. Sheller, as attorney-in-fact fro Pradeep Jotwani 03/01/2012

** 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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