

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* <b>Samuels Eric</b>			2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ EK ]</b>			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) <b>Controller</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2011</b>			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		
<b>343 STATE STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>ROCHSTER NY</b>	<b>14650</b>						
(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								4,427	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				
Options (right to buy)	\$2.64							(1)	06/16/2016	Common Stock	10,000		10,000	D	
Option (right to buy)	\$3.4	02/28/2011		A		36,585		(1)	02/27/2018	Common Stock	36,585	\$3.4	36,585	D	
Restricted Stock Units	(2)								12/31/2011 <sup>(4)</sup>	12/31/2011 <sup>(4)</sup>	Common Stock	942	942	D	
Restricted Stock Units	(2)								09/16/2011 <sup>(4)</sup>	09/16/2011 <sup>(4)</sup>	Common Stock	6,302.92	6,302.92	D	
Restricted Stock Units	(2)							(3)	(3)	Common Stock	39,860		39,860	D	
Restricted Stock Units <sup>(5)</sup>	(2)								12/31/2001 <sup>(4)</sup>	12/31/2011 <sup>(4)</sup>	Common Stock	1,601.4	1,601.4	D	
Restricted Stock Units	(2)	02/28/2011		A		20,718		(6)	(6)	Common Stock	20,718	\$0	20,718	D	

**Explanation of Responses:**

- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-to-one basis.
- These units vest 50% on both the 2nd and 4th anniversary of the grant date
- This is the date these restricted stock units will vest.
- These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- 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 Eric Samuels 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.

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.