

**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>PEREZ ANTONIO M</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, Chairman & CEO		
			3. Date of Earliest Transaction (Month/Day/Year) 05/13/2011			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	05/13/2011		P		26,667	A	\$3	203,921	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)	\$31.71							(2)	12/09/2011	Common Stock	90,130		90,130	D	
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	300,000		300,000	D	
Option (right to buy) <sup>(5)</sup>	\$24.75							(3)	12/06/2012	Common Stock	135,000		135,000	D	
Option (right to buy)	\$30.96							(1)	04/01/2013	common stock	500,000		500,000	D	
Option (right to buy) <sup>(5)</sup>	\$25.88							(3)	12/11/2013	Common Stock	314,530		314,530	D	
Option (right to buy) <sup>(5)</sup>	\$23.28							(3)	12/10/2014	Common Stock	397,460		397,460	D	
Option (right to buy) <sup>(5)</sup>	\$7.41							(3)	12/08/2015	Common Stock	751,540		751,540	D	
Option (right to buy)	\$4.54							(4)	10/13/2016	Common Stock	500,000		500,000	D	
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	705,732		705,732	D	
Stock Units	(6)							(7)	(7)	Common Stock	18,539.42		18,539.42	D	
Stock Units	(6)							(7)	(7)	Common Stock	56,886.41		56,886.41	D	
Stock Units <sup>(8)</sup>	(6)							(7)	(7)	Common Stock	19,370.2903		19,370.2903	D	
Restricted Stock Units	(6)							12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common Stock	95,120		95,120	D	
Restricted Stock Units	(6)							(10)	(10)	Common Stock	1,048,370		1,048,370	D	
Restricted Stock Units <sup>(11)</sup>	(6)							12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common Stock	159,359.293		159,359.293	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	(6)							(12)	(12)	Common Stock	399,655		399,655	D	
Restricted Stock Units	(6)							12/31/2013 <sup>(9)</sup>	12/31/2013 <sup>(9)</sup>	Common Stock	248,009		248,009	D	

**Explanation of Responses:**

- Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- One third vests on the 2nd anniversary of the grant date; one third vests on 3rd anniversary of the grant date; remaining third vests on the 4th anniversary of the grant date.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units convert on a one-to-one basis.
- This date is not applicable to these units.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- This is the date these restricted stock units will vest.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- 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 Antonio M. Perez      05/17/2011

\*\* 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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