## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

FORM 4

## 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

	nd Address of <u>en Brad</u>		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>EASTMAN KODAK CO</u> [ EK ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify						
(Last) 343 STA	(I TESTREET	=irst)		3. Date of Earliest Transaction (Month/Day/Year) 09/28/2009								Senior Vice President					
(Street)	STER N	ĮΥ		4. If Am	nendment	t, Date	of Original F	iled (N	X Form file	, , , ,							
(City)	(\$	State)	(Zip)			Form filed by More than One Reporting Person											ig Person
			Table I - Noi			-			Disp	osed o	f, or Ben	eficially	Owned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/						Execut	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8) Code V		4. Securities Acquired Disposed Of (D) (Instr Amount (A) or (D)		5. Amount Securities Beneficiall Following Reported Transactio (Instr. 3 an	y Owned n(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	Stock												6,9	· ·	D		
Common Stock													26.6	195		I '	By Trustee in ESOP
Common	Stock												1,20	00			By Spouse
Common Stock													26.6	195	I		Spouse by trustee in spouse's ESOP
			Table II -	Derivat (e.g., p	tive Se uts, ca	ecuritie alls, wa	es Ac arran	quired, D its, option	ispo s, co	sed of, onvertil	or Benet	ficially ( ities)	Owned				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any			Code (Instr.		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		and 7. Title and Amo Securities Unde Derivative Secu (Instr. 3 and 4)		Underlying		9. Numbe derivative	tive ties cially I ing ted		
			(Month/Day/Yea	ar) 8)		Acquired or Dispo of (D) (In	d (A) sed str.	(Month/Day/Y	'ear)				(Instr. 5)	Securitie Beneficia Owned Following Reported	ally g 1		Beneficial Ownership (Instr. 4)
			(Month/Day/Yea	Code	v	Acquired or Dispo of (D) (In	d (A) sed str. 5)	(Month/Day/Y Date Exercisable		iration e	(Instr. 3 and		(Instr. 5)	Beneficia Owned Following	ally g 1	Direct (D) or Indirect	Ownership (Instr. 4)
Option (right to buy)			(MonthiDay) Yea		v	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date	Expi		(Instr. 3 and	d 4) Amount or Number of	(Instr. 5)	Beneficia Owned Following Reported Transacti	ally g i ion(s)	Direct (D) or Indirect	Ownership (Instr. 4)
(right to	Security				v	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable	Expi Date	e	(Instr. 3 and Title	Amount of Number of Shares	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4)	ally g i.ion(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
(right to buy) Option (right to	Security \$31.3				v	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable	Expi Date 03/ 01/	e /29/2010	(Instr. 3 and Title Common Stock	Amount or Number of Shares 4,600	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4)	ally g 1 ion(s) 0 3	Direct (D) or Indirect (I) (Instr. 4) D	Ownership (Instr. 4)
(right to buy) Option (right to buy) Option (right to	\$31.3 \$31.3				v	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1)	Expi Date 03/ 01/ 11/	e /29/2010 /11/2011	(Instr. 3 and Title Common Stock Common	Amount or Number of Shares 4,600 6,413	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4) 4,600	ally g ion(s) 0 3 0	Direct (D) or Indirect (I) (Instr. 4) D	Ownership (Instr. 4)
(right to buy) Option (right to buy) Option (right to buy) Option (right to	\$31.3 \$31.3 \$31.3				v	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1) (1)	Expi Date 03/ 01/ 11/ 12/	e /29/2010 /11/2011 /15/2011	(Instr. 3 and Title Common Stock Common Stock Common	Amount of Number of Shares 4,600 6,413 9,250	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4) 4,600 6,411 9,250	ally g ion(s) 0 3 0	Direct (D) or Indirect (I) (Instr. 4) D D D	Ownership (Instr. 4)
(right to buy) Option (right to buy) Option (right to buy) Option (right to buy)	\$31.3 \$31.3 \$31.3 \$31.3 \$31.71					Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1) (1) (1) (1)	Exp Date 03/ 01/ 11// 12/ 08/	e /29/2010 /11/2011 /15/2011 /09/2011	(Instr. 3 and Title Common Stock Common Stock Common Stock Common	Amount of Number of Shares 4,600 6,413 9,250 4,200	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4) 4,600 6,411 9,250 4,200	g j ion(s) 0 3 0 0	Direct (D) or Indirect (I) (Instr. 4) D D D D D	Ownership (Instr. 4)
(right to buy) Option (right to buy) Option (right to buy) Option (right to buy) Option (right to buy)	Security \$31.3 \$31.3 \$31.3 \$31.3 \$31.71 \$31.3				V	Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1) (1) (1) (1) (1) (1)	Exp Date 03/ 01/ 11/ 12/ 08/ 08/ 11/	e /29/2010 /11/2011 /15/2011 /09/2011 /25/2012	(Instr. 3 and Title Common Stock Common Stock Common Stock Common Stock	Amount of Number of Shares 4,600 6,413 9,250 4,200 5,000	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4) 4,600 6,411 9,250 4,200 5,000	g         3           0         3           0         0           0         75	Direct (D) or Indirect (I) (Instr. 4) D D D D D D	Ownership (Instr. 4)
(right to buy) Option (right to buy) Option (right to buy) Option (right to buy) Option (right to buy) Option (right to buy)	Security \$31.3 \$31.3 \$31.3 \$31.3 \$31.71 \$31.3 \$31.3 \$31.66					Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	Explored 12/	e /29/2010 /11/2011 /15/2011 /09/2011 /25/2012 /21/2012	(Instr. 3 and Title Common Stock Common Stock Common Stock Common Stock Common	Amount or Number of Shares 4,600 6,413 9,250 4,200 5,000 111,875	(Instr. 5)	Beneficia           Owned           Following           Following           Image: state	g         3           0         3           0         0           75         0	Direct (D) or Indirect (I) (Instr. 4) D D D D D D D D D D D	Ownership (Instr. 4)
(right to buy)         Option (right to fight to buy)         Option (right to (right to	Security         Security           \$31.3         \$31.3           \$31.3         \$31.3           \$31.3         \$31.3           \$31.3         \$31.71           \$31.3         \$36.66           \$24.75         \$					Acquired or Dispo of (D) (In 3, 4 and	d (A) ised istr. 5)	Date Exercisable (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	Explored 101/ 03/ 01/ 11/ 12/ 08/ 11/ 12/ 12/	e /29/2010 /11/2011 /15/2011 /09/2011 /25/2012 /21/2012	(Instr. 3 andTitleCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommonStockCommon	Amount of Number of Shares 4,600 6,413 9,250 4,200 5,000 11,875 4,800	(Instr. 5)	Beneficia Owned Following Reported Transacti (Instr. 4) 4,600 6,411 9,250 4,200 5,000 111,87 4,800	g           ion(s)           0           3           0           0           0           75           0           10           10	Direct (0) or Indirect (1) (Instr. 4) D D D D D D D D D D D D D	Ownership (Instr. 4)

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 Exerci Expiration Dat (Month/Day/Ye	te			8. Price of Derivative Security (Instr. 5)		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		(Instr. 4)		
Option (right to buy)	\$2.87							(1)	07/12/2016	Common Stock	15,000		15,000	D	
Restricted Stock Units <sup>(2)</sup>	(4)							12/31/2009 <sup>(3)</sup>	12/31/2009 <sup>(3)</sup>	Common Stock	5,835.46		5,835.46	D	
Restricted Stock Units	(4)							(5)	(5)	Common Stock	26,959.76		26,959.76	D	
Restricted Stock Units	(4)							12/31/2011 <sup>(3)</sup>	12/31/2011 <sup>(3)</sup>	Common Stock	9,561		9,561	D	
Restrict Stock Units	(4)	09/28/2009		A		125,360		(6)	(6)	Common Stock	125,360	\$0	125,360	D	
Option (right to buy)	\$31.3							(1)	03/29/2010	Common Stock	1,534		1,534	I	By Spouse
Option (right to buy)	\$31.3							(1)	01/11/2011	Common Stock	2,600		2,600	I	By Spouse
Option (right to buy)	\$31.3							(1)	11/15/2011	Common Stock	4,250		4,250	I	By Spouse
Option (right to buy)	\$36.66							(1)	11/21/2012	Common Stock	5,500		5,500	I	By Spouse
Option (right to buy)	\$23.99							(1)	04/16/2014	Common Stock	5,000		5,000	I	By Spouse
Option (right to buy)	\$23.28							(1)	12/10/2014	Common Stock	14,370		14,370	I	By Spouse
Option (right to buy)	\$7.41							(1)	12/08/2015	Common Stock	50,130		50,130	I	By Spouse
Restricted Stock Units <sup>(2)</sup>	(4)							12/31/2009 <sup>(3)</sup>	12/31/2009 <sup>(3)</sup>	Common Stock	1,622		1,622	I	By Spouse
Restricted Stock Units	(4)							(5)	(5)	Common Stock	27,514.8		27,514.8	I	By Spouse
Restricted Stock Units	(4)							12/31/2011 <sup>(3)</sup>	12/31/2011 <sup>(3)</sup>	Common Stock	6,345		6,345	I	By Spouse
Restrict Stock Units	(4)	09/28/2009		A		69,928		(6)	(6)	Common Stock	69,928	\$0	69,928	I	By Spouse

Explanation of Responses:

1. These options vest one-third on each of the first three anniversaries of the date of grant.

2. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.

3. This is the date these restricted stock units will vest.

4. These units convert on a one-to-one basis.

5. 50% vest on the second annivarsary of the grant date, remaining vest on the 3rd anniversary.

6. These units vest 50% on both the 3rd and 4th anniversary of the grant date.

**Remarks:** 

Patrick M. Sheller as attorney-infact for Brad Kruchten 09/30/2009

\*\* 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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