

**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>Lloyd William J</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) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) <u>Senior Vice President</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2008</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</u>	<u>NY</u>	<u>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			
<u>Common Stock</u>								<u>15,305<sup>(1)</sup></u>	<u>D</u>	

**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					
<u>Option (right to buy)</u>	<u>\$24.49</u>							<u>(2)</u>	<u>11/18/2010</u>	<u>Common Stock</u>	<u>4,000</u>	<u>4,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$31.74</u>							<u>(2)</u>	<u>12/08/2011</u>	<u>Common Stock</u>	<u>30,000</u>	<u>30,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$31.17</u>							<u>(2)</u>	<u>12/09/2011</u>	<u>Common Stock</u>	<u>4,000</u>	<u>4,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$26.46</u>							<u>(3)</u>	<u>05/11/2012</u>	<u>Common Stock</u>	<u>10,000</u>	<u>10,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$26.47</u>							<u>(3)</u>	<u>05/31/2012</u>	<u>Common Stock</u>	<u>33,333</u>	<u>33,333</u>	<u>D</u>	
<u>Option (right to buy)<sup>(4)</sup></u>	<u>\$24.75</u>							<u>(3)</u>	<u>12/06/2012</u>	<u>Common Stock</u>	<u>12,400</u>	<u>12,400</u>	<u>D</u>	
<u>Option (right to buy)<sup>(4)</sup></u>	<u>\$25.88</u>							<u>(3)</u>	<u>12/11/2013</u>	<u>Common Stock</u>	<u>42,580</u>	<u>42,580</u>	<u>D</u>	
<u>Option (right to buy)<sup>(4)</sup></u>	<u>\$23.28</u>							<u>(3)</u>	<u>12/10/2014</u>	<u>Common Stock</u>	<u>58,480</u>	<u>58,480</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(5)</sup></u>	<u>(7)</u>	<u>07/16/2008</u>		<u>J<sup>(8)</sup></u>	<u>V</u>	<u>3.3867</u>		<u>12/31/2008<sup>(9)</sup></u>	<u>12/31/2008<sup>(9)</sup></u>	<u>Common Stock</u>	<u>3.3867</u>	<u>\$0</u>	<u>189.3867</u>	<u>D</u>
<u>Restricted Stock Units<sup>(5)</sup></u>	<u>(7)</u>	<u>12/12/2008</u>		<u>J<sup>(8)</sup></u>	<u>V</u>	<u>7.4685</u>		<u>12/31/2008<sup>(9)</sup></u>	<u>12/31/2008<sup>(9)</sup></u>	<u>Common Stock</u>	<u>7.4685</u>	<u>\$0</u>	<u>196.8552</u>	<u>D</u>
<u>Restricted Stock Units<sup>(6)</sup></u>	<u>(7)</u>	<u>07/16/2008</u>		<u>J<sup>(8)</sup></u>	<u>V</u>	<u>181.0379</u>		<u>12/31/2009<sup>(9)</sup></u>	<u>12/31/2009<sup>(9)</sup></u>	<u>Common Stock</u>	<u>181.0379</u>	<u>\$0</u>	<u>10,123.6379</u>	<u>D</u>
<u>Restricted Stock Units<sup>(6)</sup></u>	<u>(7)</u>	<u>12/12/2008</u>		<u>J<sup>(8)</sup></u>	<u>V</u>	<u>399.1972</u>		<u>12/31/2009<sup>(9)</sup></u>	<u>12/31/2009<sup>(9)</sup></u>	<u>Common Stock</u>	<u>399.1972</u>	<u>\$0</u>	<u>10,522.8351</u>	<u>D</u>

**Explanation of Responses:**

- Some of these shares are restricted.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the grant date.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- These units convert on a one-for-one basis.

8. These units were credited to the reporting person's account as dividend equivalents.

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

**Remarks:**

Laurence L. Hickey, as attorney-  
in-fact for William J. Lloyd 12/19/2008

\*\* 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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