

EASTMAN CHEMICAL CO

Form 4

May 11, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNEED NORRIS P

2. Issuer Name and Ticker or Trading Symbol
EASTMAN CHEMICAL CO [EMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
EASTMAN CHEMICAL
COMPANY, 200 SOUTH WILCOX
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, HR Communications and PA

(Street)
KINGSPORT, TN 37660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/09/2006 | | M | 1,000 A \$ 45.81 | 7,987 | D | |
| Common Stock | 05/09/2006 | | F | 791 D \$ 57.86 | 7,196 | D | |
| Common Stock | 05/09/2006 | | M | 1,675 A \$ 46.06 | 8,871 | D | |
| Common Stock | 05/09/2006 | | F | 1,333 D \$ 57.86 | 7,538 | D | |
| Common Stock | 05/09/2006 | | M | 2,250 A \$ 43.66 | 9,788 | D | |

Edgar Filing: EASTMAN CHEMICAL CO - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------|---|-------------|
| Common Stock | 05/09/2006 | S | 2,250 | D | \$ 57.86 | 7,538 | D | |
| Common Stock | | | | | | 514 ⁽¹⁾ | I | 401(k) Plan |
| Common Stock | | | | | | 520 | I | ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 45.81 | 05/09/2006 | | M | 1,000 | 02/16/2001 02/15/2009 | Common Stock | 1,000 | |
| Employee Stock Option (Right to Buy) | \$ 57.86 | 05/09/2006 | | A | 791 | 05/09/2006 02/15/2009 | Common Stock | 791 | |
| Employee Stock Option (Right to Buy) | \$ 46.06 | 05/09/2006 | | M | 1,675 | 04/07/2002 04/07/2010 | Common Stock | 1,675 | |
| Employee Stock Option (Right to Buy) | \$ 57.86 | 05/09/2006 | | A | 1,333 | 05/09/2006 04/07/2010 | Common Stock | 1,333 | |

Employee
Stock
Option
(Right to
Buy)

\$ 43.66

05/09/2006

M

2,250

04/02/2006

04/02/2014

Common
Stock

2,250

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SNEED NORRIS P EASTMAN CHEMICAL COMPANY 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660 | | | SVP, HR Communications and PA | |

Signatures

Brian L. Henry, by Power of
Attorney

05/11/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 4 shares acquired since March 13, 2006 resulting from automatic reinvestment of dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.