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EASTMAN CHEMICAL CO

Form 4

February 25, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** ROGERS JAMES P			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EASTMAN CHEMICAL CO [EMN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
200 SOUTH WILCOX			02/21/2014	_X_ Officer (give title Other (specify below)		
				Exec Chrmn of Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KINGSPORT, TN 37660			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

(,)	()	Tab	le I - Non-	Derivative S	ecurit	nes Acqui	rea, Disposed of	or Beneficial	y 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 or Dispose (Instr. 3, 4	d of (Ľ))	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)
Common Stock	02/21/2014		Code V A	Amount 202,400 (1)	(D)	Price \$ 0	537,495	D	
Common Stock	02/21/2014		F	83,182 (2)	D	\$ 84.34	454,313	D	
Common Stock							2,133	I	By ESOP
Common Stock							15,712 (3)	I	By 401(k) Plan

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o		3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivativ Security (Instr. 3)	e Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.		Amoun Underly Securit (Instr. 2	ying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ROGERS JAMES P			Exec					
200 SOUTH WILCOX	X		Chrmn of					
KINGSPORT, TN 37660			Board					

Signatures

Brian L. Henry, by Power of Attorney

02/25/2014 Date

**Signature of Reporting Person

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) Payout under performance shares awarded at beginning of three-year (2011-2013) performance period.
- (2) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.
- (3) Includes 644 shares acquired since February 22, 2013 resulting from employee payroll and company contributions and 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.

Reporting Owners 2