

Wilfong Diane E
 Form 4
 December 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Wilfong Diane E

(Last) (First) (Middle)
 343 STATE STREET
 (Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Controller

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

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) Price			
Common Stock					9,884 ⁽¹⁾	D	

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)

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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 Security (Instr. 3 and 4)	8. An
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Nu Sha
Option (right to buy)	\$ 31.3					<u>(3)</u> 07/19/2009	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u> 03/29/2010	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u> 01/11/2011	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u> 11/15/2011	Common Stock	
Option (right to buy)	\$ 36.66					<u>(3)</u> 11/21/2012	Common Stock	
Option (right to buy)	\$ 30.42					<u>(3)</u> 02/06/2013	Common Stock	
Option (right to buy)	\$ 22.82					<u>(4)</u> 10/16/2013	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 25.88					<u>(4)</u> 12/11/2013	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 23.28					<u>(4)</u> 12/10/2014	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 7.41	12/09/2008		A	34,680	<u>(4)</u> 12/08/2015	Common Stock	
Restricted Stock Units <u>(5)</u>	<u>(7)</u>					12/31/2008 ⁽⁹⁾ 12/31/2008 ⁽⁹⁾	Common Stock	5
Restricted Stock	<u>(7)</u>					12/31/2009 ⁽⁹⁾ 12/31/2009 ⁽⁹⁾	Common Stock	3,

