

PEREZ ANTONIO M
Form 4
December 10, 2008

FORM 4

**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).

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 *
PEREZ ANTONIO M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

343 STATE STREET

12/09/2008

President, Chairman & CEO

(Street)

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

ROCHESTER, NY 14650

(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)
Common Stock				(A) or (D) Price	149,153 ⁽¹⁾	D	

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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 30.96					<u>(2)</u>	04/01/2013	common stock
Option (right to buy)	\$ 24.49					<u>(3)</u>	11/18/2010	common stock
Option (right to buy)	\$ 31.71					<u>(3)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.47					<u>(4)</u>	05/31/2012	Common Stock
Option (right to buy) <u>(5)</u>	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock
Option (right to buy) <u>(5)</u>	\$ 25.88					<u>(4)</u>	12/11/2013	Common Stock
Option (right to buy) <u>(5)</u>	\$ 23.28					<u>(4)</u>	12/10/2014	Common Stock
Option (right to buy) <u>(5)</u>	\$ 7.41	12/09/2008		A	751,540	<u>(4)</u>	12/08/2015	Common Stock
Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Units <u>(8)</u>	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units <u>(9)</u>	<u>(6)</u>					12/31/2009 ⁽¹¹⁾	12/31/2009 ⁽¹¹⁾	Common Stock
Restricted Stock Units	<u>(6)</u>	12/09/2008 ⁽¹⁰⁾		A	95,120	12/31/2011 ⁽¹¹⁾	12/31/2011 ⁽¹¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ ANTONIO M 343 STATE STREET ROCHESTER, NY 14650	X		President, Chairman & CEO	

Signatures

Laurence L. Hickey, as attorney-in-fact for Antonio M. Perez
12/10/2008

__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) Some of these shares are restricted.
- (2) Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- (3) These options have vested.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These units convert on a one-to-one basis.
- (7) This date is not applicable to these units.
- (8) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (9) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (10) The effective date for these restricted stock units is January 1, 2009.
- (11) This is the date these restricted stock units will vest.

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.