

EASTMAN KODAK CO  
Form 4  
December 11, 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 \*  
**LEE DEBRA L**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**EASTMAN KODAK COMPANY, 343 STATE STREET**  
  
(Street)

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

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

**ROCHESTER, NY 14650**  
  
(City) (State) (Zip)

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

**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 (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 9,758   | 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 Amount of Underlying Security (Instr. 3 and 4) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Option (right to buy) <sup>(1)</sup>       | \$ 65.625  |                                      |  |                                |   |  |   | <u>(2)</u>       | 01/02/2010      | Common Stock | 2,000                      |
| Option (right to buy) <sup>(1)</sup>       | \$ 38.7813   |                                      |  |                                |   |  |   | <u>(2)</u>       | 01/01/2011      | Common Stock | 2,000                      |
| Option (right to buy) <sup>(1)</sup>       | \$ 29.1  |                                      |  |                                |   |  |   | <u>(2)</u>       | 01/01/2012      | Common Stock | 2,000                      |
| Option (right to buy) <sup>(1)</sup>       | \$ 36.66   |                                      |  |                                |   |  |   | <u>(2)</u>       | 11/21/2012      | Common Stock | 2,000                      |
| Option (right to buy) <sup>(1)</sup>       | \$ 24.49   |                                      |  |                                |   |  |   | <u>(2)</u>       | 11/18/2013      | Common Stock | 2,000                      |
| Option (right to buy) <sup>(1)</sup>       | \$ 31.71   |                                      |  |                                |   |  |   | <u>(2)</u>       | 12/09/2014      | Common Stock | 1,500                      |
| Option (right to buy) <sup>(3)</sup>       | \$ 24.75   |                                      |  |                                |   |  |   | <u>(2)</u>       | 12/06/2012      | Common Stock | 1,500                      |
| Option (right to buy) <sup>(3)</sup>       | \$ 25.88   |                                      |  |                                |   |  |   | <u>(2)</u>       | 12/11/2013      | Common Stock | 1,500                      |
| Option (right to buy) <sup>(3)</sup>       | \$ 23.28   |                                      |  |                                |   |  |   | <u>(2)</u>       | 12/10/2014      | Common Stock | 9,000                      |
| Option (right to buy) <sup>(3)</sup>       | \$ 7.41  | 12/09/2008                           |  | A                              |   | 18,180   |   | <u>(2)</u>       | 12/08/2015      | Common Stock | 18,180                     |
| Phantom Stock Units                        | <u>(4)</u>   | 12/14/2007                           |  | J                              | V   | 86.82<br><u>(8)</u>                                      |   | <u>(6)</u>       | <u>(6)</u>      | Common Stock | 86.82                      |
| Phantom                                    | <u>(4)</u>   | 07/16/2008                           |  | J                              | V   | 168.96   |   | <u>(6)</u>       | <u>(6)</u>      | Common       | 168.96                     |

|                           |            |            |   |                     |                       |                       |                 |       |
|---------------------------|------------|------------|---|---------------------|-----------------------|-----------------------|-----------------|-------|
| Stock<br>Units            |            |            |   |                     | <u>(8)</u>            |                       |                 | Stock |
| Phantom<br>Stock<br>Units | <u>(4)</u> | 12/09/2008 | A | 4,600<br><u>(5)</u> | 12/09/2009 <u>(7)</u> | 12/09/2009 <u>(7)</u> | Common<br>Stock | 4,600 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LEE DEBRA L<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| Laurence L. Hickey, as attorney-in-fact for Debra<br>L. Lee | 12/11/2008 |
| <u>**Signature of Reporting Person</u>                      | 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) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) These options vest one year after the date of grant.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) This award converts to common stock on a 1-for-1 basis.
- (5) Annual restricted stock equity grant. These stock units are restricted.
- (6) This date is not applicable to these units.
- (7) This is the date these restricted stock units will vest.
- (8) These units were credited to the reporting person's account as dividend equivalents.

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.