

Lloyd William J  
 Form 4  
 January 05, 2009

**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 \*  
 Lloyd William J

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)  
 12/31/2008

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

343 STATE STREET

Senior Vice President

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008		M	(A) Amount 196.8552 (2)	\$ 6.43 15,501.8552 (1)	D	
Common Stock	12/31/2008		F	(D) Amount 66.8552 (3)	\$ 6.43 15,435	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)

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**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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 24.49					<u>(4)</u>	11/18/2010	Common Stock
Option (right to buy)	\$ 31.74					<u>(4)</u>	12/08/2011	Common Stock
Option (right to buy)	\$ 31.17					<u>(4)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.46					<u>(5)</u>	05/11/2012	Common Stock
Option (right to buy)	\$ 26.47					<u>(5)</u>	05/31/2012	Common Stock
Option (right to buy) <u>(6)</u>	\$ 24.75					<u>(5)</u>	12/06/2012	Common Stock
Option (right to buy) <u>(6)</u>	\$ 25.88					<u>(5)</u>	12/11/2013	Common Stock
Option (right to buy) <u>(6)</u>	\$ 23.28					<u>(5)</u>	12/10/2014	Common Stock
Restricted Stock Units <u>(7)</u>	<u>(9)</u>	12/31/2008		M	196.8552	12/31/2008 <sup>(10)</sup>	12/31/2008 <sup>(10)</sup>	Common Stock
Restricted Stock Units <u>(8)</u>	<u>(9)</u>					12/31/2009 <sup>(10)</sup>	12/31/2009 <sup>(10)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lloyd William J 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

## Signatures

Laurence L. Hickey, as attorney-in-fact for William J.  
Lloyd

01/05/2009

\_\_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) Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- (3) Payment of withholding taxes.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (7) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (8) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (9) These units convert on a one-for-one basis.
- (10) 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.  
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