

Haag Joyce P
 Form 4
 September 30, 2009

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 *
 Haag Joyce P

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)
 09/28/2009

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

Senior Vice President

343 STATE STREET

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 12,521.01 | D | |
| Common Stock | | | | | 5,230.9779 | I | By Trustee in 401(k) |
| Common Stock | | | | | 23.6967 | I | By Trustee in ESOP |
| Common Stock | | | | | 4,110.8546 | I | By Trustee in Spouse's 401(k) |
| Common Stock | | | | | 100 | I | By Trustee in IRA |

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| | | | |
|--------------|--------------------|---|--|
| Common Stock | 100 | I | By Spouse |
| Common Stock | 100 ⁽¹⁾ | I | By adult children |
| Common Stock | 733 | I | As a Trustee of Gull Rock Foundation, Inc. |
| Common Stock | 4,300 | I | As co-Manager of Pluta Family, LLC |

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

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Option (right to buy) | \$ 31.3 | | | | | ⁽²⁾ 03/29/2010 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | ⁽²⁾ 01/11/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | ⁽²⁾ 11/15/2011 | Common Stock |
| Option (right to buy) | \$ 36.66 | | | | | ⁽²⁾ 11/21/2012 ⁽³⁾ | Common Stock |
| Option (right to buy) | \$ 26.47 | | | | | ⁽³⁾ 05/31/2012 | Common Stock |

| | | | | | | | |
|---|------------|------------|---|---------|------------|---------------------------|--|
| Option (right to buy) | \$ 27.06 | | | | <u>(3)</u> | 06/29/2012 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 24.75 | | | | <u>(3)</u> | 12/06/2012 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 25.88 | | | | <u>(3)</u> | 12/11/2013 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 23.28 | | | | <u>(3)</u> | 12/10/2014 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 7.41 | | | | <u>(3)</u> | 12/08/2015 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | | | | | 12/31/2009 ⁽⁸⁾ | 12/31/2009 ⁽⁸⁾ Common Stock |
| Restricted Stock Units <u>(7)</u> | <u>(6)</u> | | | | | 12/31/2011 ⁽⁸⁾ | 12/31/2011 ⁽⁸⁾ Common Stock |
| Restricted Stock Units | <u>(6)</u> | 09/28/2009 | A | 130,430 | <u>(9)</u> | <u>(9)</u> | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 03/12/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Patrick M. Sheller, as attorney-in-fact for Joyce P.
Haag

09/30/2009

 **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).

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- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) These Options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (6) These units convert on a one-for-one basis.
- (7) The effective date for these restricted stock units is January 1, 2009.
- (8) This is the date these restricted stock units will vest.
- (9) These units vest 50% on both the 3rd and 4th anniversary of the grant date.

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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