

EASTMAN KODAK CO
 Form 4
 March 02, 2011

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 *
BERMAN ROBERT L

(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)
02/28/2011

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)
Senior Vice President

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)
Common Stock				(A) or (D) Price	23,948 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	23.282	I	By Trustee of ESOP

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 Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Option (right to buy)	\$ 31.3					<u>(2)</u>	11/15/2011	common stock	1
Option (right to buy)	\$ 31.71					<u>(2)</u>	12/09/2011	Common Stock	1
Option (right to buy)	\$ 26.46					<u>(4)</u>	05/11/2012	Common Stock	1
Option (right to buy)	\$ 26.47					<u>(4)</u>	05/31/2012	Common Stock	3
Option (right to buy)	\$ 31.3					<u>(2)</u>	08/25/2012	common stock	1
Option (right to buy)	\$ 36.66					<u>(2)</u>	11/21/2012	common stock	1
Option (right to buy) ⁽³⁾	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	1
Option (right to buy) ⁽³⁾	\$ 25.88					<u>(4)</u>	12/11/2013	Common Stock	4
Option (right to buy) ⁽³⁾	\$ 23.28					<u>(4)</u>	12/10/2014	Common Stock	5
Option (right to buy) ⁽³⁾	\$ 7.41					<u>(4)</u>	12/08/2015	Common Stock	1
Option (right to buy)	\$ 3.4	02/28/2011		A	94,634	<u>(4)</u>	02/27/2018	Common Stock	9

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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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