

PEREZ ANTONIO M
Form 4
March 18, 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 *
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)
343 STATE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Chairman & CEO

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) Price | | | |
| Common Stock | | | | | 177,254 | 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) | \$ 31.71 | | | | | (2) 12/09/2011 | Common Stock |
| Option (right to buy) | \$ 26.47 | | | | | (3) 05/31/2012 | Common Stock |
| Option (right to buy) (5) | \$ 24.75 | | | | | (3) 12/06/2012 | Common Stock |
| Option (right to buy) | \$ 30.96 | | | | | (1) 04/01/2013 | common stock |
| Option (right to buy) (5) | \$ 25.88 | | | | | (3) 12/11/2013 | Common Stock |
| Option (right to buy) (5) | \$ 23.28 | | | | | (3) 12/10/2014 | Common Stock |
| Option (right to buy) (5) | \$ 7.41 | | | | | (3) 12/08/2015 | Common Stock |
| Option (right to buy) | \$ 4.54 | | | | | (4) 10/13/2016 | Common Stock |
| Option (right to buy) | \$ 3.4 | | | | | (3) 02/27/2018 | Common Stock |
| Stock Units | (6) | | | | | (7) (7) | Common Stock |
| Stock Units | (6) | | | | | (7) (7) | Common Stock |
| Stock Units (8) | (6) | | | | | (7) (7) | Common Stock |
| Restricted Stock Units | (6) | | | | | 12/31/2011(9) 12/31/2011(9) | Common Stock |

| | | | | | | | |
|--|-----|------------|---|---------|---------------------------|---------------------------|--------------|
| Restricted Stock Units | (6) | | | | (10) | (10) | Common Stock |
| Restricted Stock Units ⁽¹¹⁾ | (6) | | | | 12/31/2011 ⁽⁹⁾ | 12/31/2011 ⁽⁹⁾ | Common Stock |
| Restricted Stock Units | (6) | | | | (12) | (12) | Common Stock |
| Restricted Stock Units | (6) | 03/16/2011 | A | 248,009 | 12/31/2013 ⁽⁹⁾ | 12/31/2013 ⁽⁹⁾ | 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

Patrick M. Sheller, as attorney-in-fact for Antonio M. Perez 03/18/2011

__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) 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.
 - (2) These options have vested.
 - (3) These options vest one-third on each of the first three anniversaries of the date of grant.
 - (4) One third vests on the 2nd anniversary of the grant date; one third vests on 3rd anniversary of the grant date; remaining third vests on the 4th anniversary of the grant date.
 - (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) This is the date these restricted stock units will vest.
 - (10) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
 - (11) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
 - (12) These units vest one-third on each of the first three anniversaries of the date of grant.

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(13) On November 20, 2010, 2344.707 units were deducted to pay year-end FICA.

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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