

Quatela Laura
 Form 4
 February 24, 2012

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

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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 *
 Quatela Laura

(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)
 02/22/2012

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)
 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)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/22/2012		M		18,991 <u>(5)</u>	A	\$ 0.37 51,845 D
Common Stock	02/22/2012		F		7,677 <u>(1)</u>	D	\$ 0.37 44,168 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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 36.66					(2) 11/21/2012	Common Stock 4,000
Option (right to buy)	\$ 24.59					(2) 01/19/2013	Common Stock 8,000
Option (right to buy)	\$ 21.93					(2) 07/17/2013	Common Stock 5,000
Option (right to buy)	\$ 25.88					(2) 12/11/2013	Common Stock 1,740
Option (right to buy)	\$ 23.28					(2) 12/10/2014	Common Stock 4,945
Option (right to buy)	\$ 7.41					(3) 12/08/2015	Common Stock 18,585
Option (right to buy)	\$ 5.22					(3) 01/23/2018	Common Stock 15,000
Option (right to buy)	\$ 3.4					(3) 02/27/2018	Common Stock 85,366
Restricted Stock Units	(4)					(6) (6)	Common Stock 65,217
Restricted Stock Units	(4)	02/22/2012		M	18,991 (5)	(7) (7)	Common Stock 18,991
Restricted Stock	(4)					(8) (8)	Common Stock 48,343

Units					
Restricted					
Stock	(4)		(7)	(7)	Common
Units					Stock 82,151

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quatela Laura 343 STATE STREET ROCHESTER, NY 14650			President	

Signatures

Patrick M. Sheller as Attorney-in-fact for Laura Quatela 02/24/2012

__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) Payment of withholding taxes.
- (2) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units convert on a one-to-one basis.
- (5) Vesting and distribution of shares of Restricted Stock Units.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (7) These units vest on the 3rd anniversary of the grant date.
- (8) These units vest one-third on each of the first three anniversaries of the date of grant.

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.