

Haag Joyce P
Form 4
January 05, 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)
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)
			Code	V	Amount or Price		
Common Stock	12/31/2008		M		196.8552 (1) \$ 6.43	A	12,587.8652 D
Common Stock	12/31/2008		F		66.8552 (2) \$ 6.43	D	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)

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Common Stock	100	I	By Trustee in IRA
Common Stock	100	I	By Spouse
Common Stock	100 ⁽³⁾	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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/11/2009	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/31/2009	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/29/2010	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	01/11/2011	Common Stock

buy)

Option (right to buy)	\$ 31.3					<u>(4)</u>	11/15/2011	Common Stock
Option (right to buy)	\$ 36.66					<u>(4)</u>	11/21/2012 ⁽⁵⁾	Common Stock
Option (right to buy)	\$ 26.47					<u>(5)</u>	05/31/2012	Common Stock
Option (right to buy)	\$ 27.06					<u>(5)</u>	06/29/2012	Common Stock
Option (right to buy) ⁽⁶⁾	\$ 24.75					<u>(5)</u>	12/06/2012	Common Stock
Option (right to buy) ⁽⁶⁾	\$ 25.88					<u>(5)</u>	12/11/2013	Common Stock
Option (right to buy) ⁽⁶⁾	\$ 23.28					<u>(5)</u>	12/10/2014	Common Stock
Option (right to buy) ⁽⁶⁾	\$ 7.41					<u>(5)</u>	12/08/2015	Common Stock
Restricted Stock Units ⁽⁸⁾	<u>(10)</u>	12/31/2008	M	196.8552	12/31/2008 ⁽¹²⁾		12/31/2008 ⁽¹²⁾	Common Stock
Restricted Stock Units ⁽⁹⁾	<u>(10)</u>				12/31/2009 ⁽¹²⁾		12/31/2009 ⁽¹²⁾	Common Stock
Restricted Stock Units ⁽¹¹⁾	<u>(10)</u>				12/31/2011 ⁽¹²⁾		12/31/2011 ⁽¹²⁾	Common Stock
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/12/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Senior Vice President	

Haag Joyce P
343 STATE STREET
ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Joyce P.
Haag

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) Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- (2) Payment of withholding taxes.
- (3) 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.
- (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) This transaction was inadvertently listed twice, the duplicate entry has been removed.
- (8) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (9) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (10) These units convert on a one-for-one basis.
- (11) The effective date for these restricted stock units is January 1, 2009.
- (12) 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. 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.