

EASTMAN KODAK CO
 Form 4
 December 11, 2008

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 *
LEWIS DELANO E
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

EASTMAN KODAK COMPANY, 343 STATE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2008

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

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)
Common Stock	12/09/2008		A	(A) or (D) A	4,600 \$ 7.41	8,870	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽²⁾	\$ 43.99							<u>(3)</u>	07/24/2011	Common Stock	2,000
Option (right to buy) ⁽²⁾	\$ 29.1							<u>(3)</u>	01/01/2012	Common Stock	2,000
Option (right to buy) ⁽²⁾	\$ 36.66							<u>(3)</u>	11/21/2012	Common Stock	2,000
Option (right to buy) ⁽²⁾	\$ 24.49							<u>(3)</u>	11/18/2013	Common Stock	2,000
Option (right to buy) ⁽²⁾	\$ 31.71							<u>(3)</u>	12/09/2014	Common Stock	1,500
Option (right to buy) ⁽⁴⁾	\$ 24.75							<u>(3)</u>	12/06/2012	Common Stock	1,500
Option (right to buy) ⁽⁴⁾	\$ 25.88							<u>(3)</u>	12/11/2013	Common Stock	1,500
Option (right to buy) ⁽⁴⁾	\$ 23.28							<u>(3)</u>	12/10/2014	Common Stock	9,620
Phantom Stock Units	<u>(5)</u>	12/14/2007		J	V	102.06		<u>(7)</u>	<u>(7)</u>	Common Stock	102.06
Phantom Stock Units	<u>(5)</u>	07/16/2008		J	V	166.51		<u>(7)</u>	<u>(7)</u>	Common Stock	166.51
Option (right to buy) ⁽⁴⁾	\$ 7.41	12/09/2008		A		18,180		<u>(3)</u>	12/08/2015	Common Stock	18,180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS DELANO E EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X			

Signatures

Laurence L. Hickey, as attorney-in-fact for Delano E. Lewis	12/11/2008
**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) These shares are restricted.
- (2) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (3) These options vest one year after the date of grant
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) This award converts to common stock on a 1-for-1 basis.
- (6) These units were credited to the reporting person's account as dividend equivalents.
- (7) Phantom stock units do not have exercise dates or expiration dates.
- (8) Total number of Derivative Securities adjusted to correct dividend equivalents voluntarily reported in past filings.

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.