

EASTMAN KODAK CO
Form 4
December 19, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE DEBRA L

(Last) (First) (Middle)

**EASTMAN KODAK
COMPANY, 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)
12/12/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	9,758	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) <u>(1)</u>	\$ 65.625							<u>(2)</u>	01/02/2010	Common Stock	2,000	
Option (right to buy) <u>(1)</u>	\$ 38.7813							<u>(2)</u>	01/01/2011	Common Stock	2,000	
Option (right to buy) <u>(1)</u>	\$ 29.1							<u>(2)</u>	01/01/2012	Common Stock	2,000	
Option (right to buy) <u>(1)</u>	\$ 36.66							<u>(2)</u>	11/21/2012	Common Stock	2,000	
Option (right to buy) <u>(1)</u>	\$ 24.49							<u>(2)</u>	11/18/2013	Common Stock	2,000	
Option (right to buy) <u>(1)</u>	\$ 31.71							<u>(2)</u>	12/09/2014	Common Stock	1,500	
Option (right to buy) <u>(3)</u>	\$ 24.75							<u>(2)</u>	12/06/2012	Common Stock	1,500	
Option (right to buy) <u>(3)</u>	\$ 25.88							<u>(2)</u>	12/11/2013	Common Stock	1,500	
Option (right to buy) <u>(3)</u>	\$ 23.28							<u>(2)</u>	12/10/2014	Common Stock	9,620	
Option (right to buy) <u>(3)</u>	\$ 7.41							<u>(2)</u>	12/08/2015	Common Stock	18,180	
Phantom Stock Units	<u>(4)</u>	12/12/2008		J <u>(6)</u>	V	374.94		<u>(5)</u>	<u>(5)</u>	Common Stock	374.94	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEE DEBRA L EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X

Signatures

Laurence L. Hickey, as attorney-in-fact for Debra L. Lee	12/19/2008
**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) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
 - (2) These options vest one year after the date of grant.
 - (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
 - (4) This award converts to common stock on a 1-for-1 basis.
 - (5) This date is not applicable to these units.
 - (6) These units were credited to the reporting person's account as dividend equivalents.

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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