

Lloyd William J
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 *
Lloyd William J

(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)
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
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	15,305 ⁽¹⁾	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
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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 (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 24.49							(2)	11/18/2010	Common Stock
Option (right to buy)	\$ 31.74							(2)	12/08/2011	Common Stock
Option (right to buy)	\$ 31.17							(2)	12/09/2011	Common Stock
Option (right to buy)	\$ 26.46							(3)	05/11/2012	Common Stock
Option (right to buy)	\$ 26.47							(3)	05/31/2012	Common Stock
Option (right to buy) (4)	\$ 24.75							(3)	12/06/2012	Common Stock
Option (right to buy) (4)	\$ 25.88							(3)	12/11/2013	Common Stock
Option (right to buy) (4)	\$ 23.28							(3)	12/10/2014	Common Stock
Restricted Stock Units (5)	(7)	07/16/2008		J(8)	V	3.3867		12/31/2008(9)	12/31/2008(9)	Common Stock
Restricted Stock Units (5)	(7)	12/12/2008		J(8)	V	7.4685		12/31/2008(9)	12/31/2008(9)	Common Stock
Restricted Stock Units (6)	(7)	07/16/2008		J(8)	V	181.0379		12/31/2009(9)	12/31/2009(9)	Common Stock
Restricted Stock Units (6)	(7)	12/12/2008		J(8)	V	399.1972		12/31/2009(9)	12/31/2009(9)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lloyd William J 343 STATE STREET ROCHESTER, NY 14650	Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd	12/19/2008
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____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) Some of these shares are restricted.
- (2) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (7) These units convert on a one-for-one basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) 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.