

Faraci Philip J
Form 4
March 02, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Faraci Philip 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)
02/28/2011

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)

President & COO

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				(A) or (D)	41,892	D	

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

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information contained in this form are not
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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 Am Underlying Sec (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) ⁽³⁾	\$ 32.5							<u>(1)</u>	12/05/2011	Common Stock
Option (right to buy)	\$ 26.46							<u>(2)</u>	05/11/2012	Common Stock
Option (right to buy)	\$ 26.47							<u>(2)</u>	05/31/2012	Common Stock
Option (right to buy) ⁽³⁾	\$ 24.75							<u>(2)</u>	12/06/2012	Common Stock
Option (right to buy) ⁽³⁾	\$ 25.01							<u>(2)</u>	01/31/2013	Commons Stock
Option (right to buy) ⁽³⁾	\$ 25.88							<u>(2)</u>	12/11/2013	Common Stock
Option (right to buy) ⁽³⁾	\$ 23.28							<u>(2)</u>	12/10/2014	Common Stock
Option (right to buy) ⁽³⁾	\$ 7.41							<u>(2)</u>	12/08/2015	Common Stock
Option (right to buy)	\$ 4.54							10/14/2013	10/13/2016	Common Stock
Option (right to buy)	\$ 3.4	02/28/2011		A		231,707		<u>(2)</u>	02/27/2018	Common Stock
Restricted Stock Units ⁽⁵⁾	<u>(4)</u>							12/31/2011 ⁽⁶⁾	12/31/2011 ⁽⁶⁾	Common Stock
Restricted Stock Units	<u>(4)</u>							<u>(7)</u>	<u>(7)</u>	Commons Stock

Restricted Stock Units ⁽⁸⁾	<u>(4)</u>				12/31/2011 ⁽⁶⁾	12/31/2011 ⁽⁶⁾	Common Stock
Restricted Stock Units	<u>(4)</u>	02/28/2011	A	131,215	<u>(9)</u>	<u>(9)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Faraci Philip J 343 STATE STREET ROCHESTER, NY 14650			President & COO	

Signatures

Patrick M. Sheller, as attorney-in-fact for Philip J. Faraci

03/02/2011

**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 options have vested.
 - (2) These options vest one-third on each of the first three anniversaries of the grant date.
 - (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
 - (4) These units convert on a one-for-one basis.
 - (5) The effective date for these restricted stock units is January 1, 2009.
 - (6) This is the date these restricted stock units will vest.
 - (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
 - (8) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
 - (9) 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.