

EASTMAN KODAK CO

Form 4

December 11, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS DELANO E

(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)
12/09/2008

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	12/09/2008		A	(A) or (D) A	Amount 4,600 (1) Price \$ 7.41	8,870	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>(2)</u>	\$ 43.99							<u>(3)</u>	07/24/2011	Common Stock	2,000
Option (right to buy) <u>(2)</u>	\$ 29.1							<u>(3)</u>	01/01/2012	Common Stock	2,000
Option (right to buy) <u>(2)</u>	\$ 36.66							<u>(3)</u>	11/21/2012	Common Stock	2,000
Option (right to buy) <u>(2)</u>	\$ 24.49							<u>(3)</u>	11/18/2013	Common Stock	2,000
Option (right to buy) <u>(2)</u>	\$ 31.71							<u>(3)</u>	12/09/2014	Common Stock	1,500
Option (right to buy) <u>(4)</u>	\$ 24.75							<u>(3)</u>	12/06/2012	Common Stock	1,500
Option (right to buy) <u>(4)</u>	\$ 25.88							<u>(3)</u>	12/11/2013	Common Stock	1,500
Option (right to buy) <u>(4)</u>	\$ 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>(6)</u>		<u>(7)</u>	<u>(7)</u>	Common Stock	102.06
Phantom Stock Units	<u>(5)</u>	07/16/2008		J	V	166.51 <u>(6)</u>		<u>(7)</u>	<u>(7)</u>	Common Stock	166.51
Option (right to buy) <u>(4)</u>	\$ 7.41	12/09/2008		A		18,180		<u>(3)</u>	12/08/2015	Common Stock	18,180

Signatures

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.