

Faraci Philip J
 Form 4
 March 02, 2010

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 *
 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)
 02/27/2010

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)
 President & COO

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)
				(A) or (D)	Price		
Common Stock	02/27/2010		F	651 (1) D	\$ 5.87	41,892	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 26.47					<u>(2)</u>	05/31/2012	Common Stock	52,500
Option (right to buy)	\$ 26.46					<u>(2)</u>	05/11/2012	Common Stock	10,000
Option (right to buy) <u>(4)</u>	\$ 24.75					<u>(2)</u>	12/06/2012	Common Stock	20,940
Option (right to buy) <u>(4)</u>	\$ 25.01					<u>(2)</u>	01/31/2013	Common Stock	25,000
Option (right to buy) <u>(4)</u>	\$ 32.5					<u>(3)</u>	12/05/2011	Common Stock	32,800
Option (right to buy) <u>(4)</u>	\$ 25.88					<u>(2)</u>	12/11/2013	Common Stock	58,690
Option (right to buy) <u>(4)</u>	\$ 23.28					<u>(2)</u>	12/10/2014	Common Stock	130,400
Option (right to buy) <u>(4)</u>	\$ 7.41					<u>(2)</u>	12/08/2015	Common Stock	246,700
Option (right to buy)	\$ 4.54					10/14/2013	10/13/2016	Common Stock	300,000
Restricted Stock Units <u>(6)</u>	<u>(5)</u>					12/31/2011 <u>(7)</u>	12/31/2011 <u>(7)</u>	Common Stock	31,230
Restricted Stock Units	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	344,200

Restricted
Stock (5)
Units (9)

12/31/2011(7) 12/31/2011(7)

Common
Stock 53,09

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 03/02/2010

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

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.