### HERNANDEZ WILLIAM H

Form 4

December 19, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HERNANDEZ WILLIAM H

(Street)

2. Issuer Name and Ticker or Trading Symbol

EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director

343 STATE STREET

(Month/Day/Year)

12/12/2008

10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROCHESTER, NY 14650

(State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

Common Stock

(City)

1. Title of

Security

(Instr. 3)

Code V Amount (D) Price

4,070 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: HERNANDEZ WILLIAM H - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number on Derivative Securities Acquired or Dispos (D) (Instr. 3, and 5) | ye<br>s<br>(A)<br>sed of | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Option (right to buy) (1)                           | \$ 24.49  |   |   |                                       |   |                          | (2)  | 11/18/2013         | Common<br>Stock   | 2,000                               |
| Option (right to buy) (1)                           | \$ 31.71  |   |   |                                       |   |                          | (2)  | 12/09/2014         | Common<br>Stock   | 1,500                               |
| Option (right to buy) (3)                           | \$ 24.75  |   |   |                                       |   |                          | (2)  | 12/06/2012         | Common<br>Stock   | 1,500                               |
| Option (right to buy) (3)                           | \$ 25.88  |   |   |                                       |   |                          | (2)  | 12/11/2013         | Common<br>Stock   | 1,500                               |
| Option (right to buy) (3)                           | \$ 23.28  |   |   |                                       |   |                          | (2)  | 12/10/2014         | Common<br>Stock   | 9,620                               |
| Option (right to buy) (3)                           | \$ 7.41   |   |   |                                       |   |                          | (2)  | 12/08/2015         | Common<br>Stock   | 18,180                              |
| Phantom<br>Stock<br>Units                           | <u>(4)</u>  | 12/12/2008                              |   | J <u>(6)</u> V                        | 519.93  |                          | <u>(5)</u>   | <u>(5)</u>         | Common<br>Stock   | 519.93                              |

# **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| HERNANDEZ WILLIAM H<br>343 STATE STREET<br>ROCHESTER, NY 14650 | X             |           |         |       |  |  |  |

# **Signatures**

Laurence L. Hickey, as attorney in fact for William H.
Hernandez

\*\*Signature of Reporting Person Date

Reporting Owners 2

### Edgar Filing: HERNANDEZ WILLIAM H - Form 4

## **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 Compensaton 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. 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.