

Hellyar Mary Jane
Form 4
February 06, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellyar Mary Jane

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
343 STATE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

ROCHESTER, NY 14650
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) Code V Amount (D) Price			
Common Stock					49,930 ⁽¹⁾	D	
Common Stock					23.6967	I	by Trustee of ESOP
Common Stock					24.6591	I	by Trustee in Spouse's KESOP

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

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SEC 1474 (9-02)

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)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/11/2009	Common Stock
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/31/2009	Common Stock
Option (right to buy)	\$ 31.3					<u>(2)</u>	05/02/2009	Common Stock
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/29/2010	Common Stock
Option (right to buy)	\$ 31.3					<u>(2)</u>	01/11/2011	Common Stock
Option (right to buy)	\$ 31.3					<u>(2)</u>	11/15/2011	Common Stock
Option (right to buy)	\$ 36.66					<u>(2)</u>	11/21/2012	Common Stock
Option (right to buy)	\$ 24.49					<u>(2)</u>	11/18/2010	Common Stock
Option (right to buy)	\$ 31.71					<u>(2)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 31.52					<u>(3)</u>	01/16/2012	Common Stock
	\$ 26.47					<u>(3)</u>	05/31/2012	

Option (right to buy)								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⁾	\$ 28.44					⁽³⁾	10/15/2014	Common Stock
Option (right to buy) ⁽⁴⁾	\$ 23.28					⁽³⁾	12/10/2014	Common Stock
Option (right to buy) ⁽⁴⁾	\$ 7.41					⁽³⁾	12/08/2015	Common Stock
Restricted Stock Units ⁽⁵⁾	⁽⁶⁾	12/31/2008	F	210,387.2 ⁽⁸⁾	12/31/2009 ⁽⁹⁾	12/31/2009 ⁽⁹⁾		Common Stock
Restricted Stock Units ⁽⁷⁾	⁽⁶⁾				12/31/2011 ⁽⁹⁾	12/31/2011 ⁽⁹⁾		Common
Option (right to buy)	\$ 31.3					⁽²⁾	03/12/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650			Executive Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar
 **Signature of Reporting Person
 02/06/2009
 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).

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- (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 2007 cycle.
- (6) These units convert on a one-for-one basis.
- (7) The effective date for these restricted stock units is January 1, 2009.
- (8) Payment of withholding taxes.
- (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.