

TYSON LAURA D  
Form 4  
March 02, 2011

**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 \*  
TYSON LAURA D

(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)  
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  
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					7,539	D	

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

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 29.1					<u>(1)</u>	01/01/2012	Common Stock	2,000
Option (right to buy)	\$ 36.66					<u>(1)</u>	11/21/2012	Common Stock	2,000
Option (right to buy)	\$ 24.75					<u>(1)</u>	12/06/2012	Common Stock	1,500
Option (right to buy)	\$ 24.49					<u>(1)</u>	11/18/2013	Common Stock	2,000
Option (right to buy)	\$ 25.88					<u>(1)</u>	12/11/2013	Common Stock	1,500
Option (right to buy)	\$ 31.71					<u>(1)</u>	12/09/2014	Common Stock	1,500
Option (right to buy)	\$ 23.28					<u>(1)</u>	12/10/2014	Common Stock	9,620
Option (right to buy)	\$ 7.41					<u>(1)</u>	12/08/2015	Common Stock	18,180
Option (right to buy)	\$ 4.52					<u>(1)</u>	12/06/2016	Common Stock	18,180
Option (right to buy) <u>(2)</u>	\$ 3.4	02/28/2011		A	34,146	<u>(1)</u>	02/27/2018	Common Stock	34,146
Phantom Stock Units <u>(3)</u>	<u>(4)</u>	02/28/2011		A	19,337	<u>(5)</u>	<u>(5)</u>	Common Stock	19,337

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TYSON LAURA D EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X			

## Signatures

Patrick M. Sheller, as attorney-in-fact for Laura D. Tyson	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 vest one year after the date of grant.
  - (2) Annual Stock Option Equity Grant
  - (3) Annual restricted stock equity grant.
  - (4) This award converts to common stock on a 1-for-1 basis.
  - (5) This date is not applicable to these units.

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.