Kruchten Brad Form 4 October 02, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kruchten Brad Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title 343 STATESTREET 09/28/2012 below)

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

Other (specify Senior Vice President 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

OMB APPROVAL

3235-0287

January 31,

2005

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ROCHESTER, NY 14650

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		Beneficially (D) or Owned Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/28/2012		M	62,680 (4)	A	\$ 0.19	82,371	D	
Common Stock	09/28/2012		F	22,703 (1)	D	\$ 0.19	59,668	D	
Common Stock							26.6195	I	By Trustee in ESOP
Common Stock	09/28/2012		M	34,964 (4)	A	\$ 0.19	45,916	I	By Spouse
Common Stock	09/28/2012		F	12,664 (1)	D	\$ 0.19	33,252	I	By Spouse

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Common Stock	26.6195 I	Spouse by trustee in spouse's ESOP
Reminder: Report on a separate line for each class of securitie	es 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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 36.66						(2)	11/21/2012	Common Stock	11,875
Option (right to buy)	\$ 24.75						(2)	12/06/2012	Common Stock	4,800
Option (right to buy)	\$ 25.88						(2)	12/11/2013	Common Stock	13,110
Option (right to buy)	\$ 23.28						(2)	12/10/2014	Common Stock	34,740
Option (right to buy)	\$ 7.41						(2)	12/08/2015	Common Stock	75,540
Option (right to buy)	\$ 2.87						(2)	07/12/2016	Common Stock	15,000
Option (right to buy)	\$ 3.4						(3)	02/27/2018	Common Stock	84,390
	<u>(5)</u>	09/28/2012		M			(6)	<u>(6)</u>		62,680

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Restrict Stock Units				62,680 (4)			Common Stock	
Restricted Stock Units	<u>(5)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	31,862
Option (right to buy)	\$ 36.66				(2)	11/21/2012	Common Stock	5,500
Option (right to buy)	\$ 23.99				(2)	04/16/2014	Common Stock	5,000
Option (right to buy)	\$ 23.28				(2)	12/10/2014	Common Stock	14,370
Option (right to buy)	\$ 7.41				(2)	12/08/2015	Common Stock	50,130
Restrict Stock Units	(5)	09/28/2012	M	34,964 (4)	<u>(6)</u>	<u>(6)</u>	Common Stock	36,964
Restricted Stock Units	<u>(5)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	17,773

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Kruchten Brad

343 STATESTREET Senior Vice President

ROCHESTER, NY 14650

Signatures

Susan M. Wylie as attorney-in-fact for Brad Kruchten 10/02/2012

**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 have vested.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.

Reporting Owners 3

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- (4) Vesting and distribution of shares of Restricted Stock Units.
- (5) These units convert on a one-to-one basis.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (7) These units vest on the next two anniversaries of the date of grant.

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.