

Quatela Laura
Form 4
September 20, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Quatela Laura

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)
09/16/2011

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

ROCHESTER, NY 14650

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/16/2011		M		10,732.14 (6)	A	\$ 2.77
Common Stock	09/16/2011		F		3,888.14 (1)	D	\$ 2.77

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

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SEC 1474
(9-02)

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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>	11/15/2011	Common Stock
Option (right to buy)	\$ 36.66					<u>(2)</u>	11/21/2012	Common Stock
Option (right to buy)	\$ 24.59					<u>(2)</u>	01/19/2013	Common Stock
Option (right to buy)	\$ 21.93					<u>(2)</u>	07/17/2013	Common Stock
Option (right to buy)	\$ 25.88					<u>(2)</u>	12/11/2013	Common Stock
Option (right to buy)	\$ 23.28					<u>(2)</u>	12/10/2014	Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u>	12/08/2015	Common Stock
Option (right to buy)	\$ 5.22					<u>(3)</u>	01/23/2018	Common Stock
Option (right to buy)	\$ 3.4					<u>(3)</u>	02/27/2018	Common Stock
Restricted Stock Units	<u>(4)</u>	09/16/2011		M	10,732.14 <u>(6)</u>	09/16/2011 ⁽⁵⁾	09/16/2011 ⁽⁵⁾	Common Stock
Restricted Stock Units	<u>(4)</u>					12/31/2011 ⁽⁵⁾	12/31/2011 ⁽⁵⁾	Common Stock
	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	

Restricted Stock Units					Common Stock
Restricted Stock Units	(4)		(8)	(8)	Common Stock
Restricted Stock Units	(4)		12/31/2011 ⁽⁵⁾	12/31/2011 ⁽⁵⁾	Common Stock
Restricted Stock Units	(4)		(9)	(9)	Common Stock
Restricted Stock Units	(4)		(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quatela Laura 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Patrick M. Sheller as Attorney-in-fact for Laura Quatela 09/20/2011

 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) 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.
- (4) These units convert on a one-to-one basis.
- (5) This is the date these restricted stock units will vest.
- (6) Vesting and distribution of shares of Restricted Stock Units.
- (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (8) These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
- (9) These units vest one-third on each of the first three 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.

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