

Kruchten Brad
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
Kruchten Brad

(Last) (First) (Middle)
343 STATESTREET
(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)
09/28/2012

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)
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| 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 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)

| 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) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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 |
| | (5) | 09/28/2012 | | M | | (6) | (6) | | 62,680 |

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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.

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