

Lloyd William J
 Form 4
 December 19, 2008

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 *
 Lloyd William J

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)
 12/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 15,305 ⁽¹⁾ | D | |

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

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SEC 1474 (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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) | \$ 24.49 | | | | | | | <u>(2)</u> | 11/18/2010 | Common Stock |
| Option (right to buy) | \$ 31.74 | | | | | | | <u>(2)</u> | 12/08/2011 | Common Stock |
| Option (right to buy) | \$ 31.17 | | | | | | | <u>(2)</u> | 12/09/2011 | Common Stock |
| Option (right to buy) | \$ 26.46 | | | | | | | <u>(3)</u> | 05/11/2012 | Common Stock |
| Option (right to buy) | \$ 26.47 | | | | | | | <u>(3)</u> | 05/31/2012 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 24.75 | | | | | | | <u>(3)</u> | 12/06/2012 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 25.88 | | | | | | | <u>(3)</u> | 12/11/2013 | Common Stock |
| Option (right to buy) <u>(4)</u> | \$ 23.28 | | | | | | | <u>(3)</u> | 12/10/2014 | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(7)</u> | 07/16/2008 | | J ⁽⁸⁾ | V | 3.3867 | | 12/31/2008 ⁽⁹⁾ | 12/31/2008 ⁽⁹⁾ | Common Stock |
| Restricted Stock Units <u>(5)</u> | <u>(7)</u> | 12/12/2008 | | J ⁽⁸⁾ | V | 7.4685 | | 12/31/2008 ⁽⁹⁾ | 12/31/2008 ⁽⁹⁾ | Common Stock |
| Restricted Stock Units <u>(6)</u> | <u>(7)</u> | 07/16/2008 | | J ⁽⁸⁾ | V | 181.0379 | | 12/31/2009 ⁽⁹⁾ | 12/31/2009 ⁽⁹⁾ | Common Stock |
| Restricted Stock Units <u>(6)</u> | <u>(7)</u> | 12/12/2008 | | J ⁽⁸⁾ | V | 399.1972 | | 12/31/2009 ⁽⁹⁾ | 12/31/2009 ⁽⁹⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lloyd William J 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd
12/19/2008

 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) 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 2006-2007 Cycle.
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (7) These units convert on a one-for-one basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (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.