Hellyar Mary Jane
Form 4
March 03, 2009

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellyar Mary Jane

(Last) (First) (Middle)

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)
02/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive 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

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	02/27/2009		F		719 (1)	D	$ 3.29	49,211 (2)	D	
Common Stock								23.6967	I	by Trustee of ESOP
Common Stock								24.6591	I	by Trustee in Spouse's KESOP

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	$ 31.3							(3)	03/11/2009	Common Stock	273
Option (right to buy)	$ 31.3							(3)	03/31/2009	Common Stock	3,75
Option (right to buy)	$ 31.3							(3)	05/02/2009	Common Stock	2,00
Option (right to buy)	$ 31.3							(3)	03/29/2010	Common Stock	8,00
Option (right to buy)	$ 31.3							(3)	01/11/2011	Common Stock	6,33
Option (right to buy)	$ 31.3							(3)	11/15/2011	Common Stock	13,80
Option (right to buy)	$ 36.66							(3)	11/21/2012	Common Stock	16,82
Option (right to buy	$ 24.49							(3)	11/18/2010	Common Stock	5,00
Option (right to buy)	$ 31.71							(3)	12/09/2011	Common Stock	5,00
	$ 31.52							(4)	01/16/2012		10,00

Option (right to buy)				Common Stock	
Option (right to buy)	$ 26.47	(4)	05/31/2012	Common Stock	50,00
Option (right to buy) (5)	$ 24.75	(4)	12/06/2012	Common Stock	16,7
Option (right to buy) (5)	$ 25.88	(4)	12/11/2013	Common Stock	58,69
Option (right to buy) (5)	$ 28.44	(4)	10/15/2014	Common Stock	20,00
Option (right to buy) (5)	$ 23.28	(4)	12/10/2014	Common Stock	69,9
Option (right to buy) (5)	$ 7.41	(4)	12/08/2015	Common Stock	132,2
Restricted Stock Units (6)	(7)	12/31/2009 (9)	12/31/2009 (9)	Common Stock	14,299 (1)
Restricted Stock Units (8)	(7)	12/31/2011 (9)	12/31/2011 (9)	Common	16,7
Option (right to buy)	$ 31.3	(3)	03/12/2010	Common Stock	67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650			Executive Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar	03/03/2009
**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) Some of these shares are restricted.

(3) These options have vested.

(4) These options vest one-third on each of the first three anniversaries of the grant date.

(5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

(6) Theses 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) The effective date for these restricted stock units is January 1, 2009.

(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.
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