

Samuels Eric
Form 4
January 05, 2010

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 *
Samuels Eric

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)
12/31/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Controller

ROCHSTER, 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 Ownership (Instr. 4)
			Code V	Amount (A) or (D)	Price		
Common Stock	12/31/2009		M	463.5604 (1)	\$ 4.29	582.5604	D
Common Stock	12/31/2009		F	174.5604 (2)	\$ 4.29	408	D

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

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(9-02)

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- (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) 50% vest on 9/16/2010, remaining 50% vest on 9/16/2011
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (7) These units vest 50% on both the 2nd and 4th anniversary of the grant date
- (8) 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.