

Samuels Eric  
 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 \*  
 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/16/2011

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

343 STATE STREET

(Street)

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

ROCHSTER, NY 14650

(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  | Price  |   |
| Common Stock                    | 09/16/2011                           |  | M                              |   | 6,303.12<br>(4)   | \$ 2.77  | D   |
| Common Stock                    | 09/16/2011                           |  | F                              |   | 2,283.12<br>(1)   | \$ 2.77  | 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)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Options (right to buy)                     | \$ 2.64  |                                      |  |                                |   | <u>(2)</u> 06/16/2016                                    | Common Stock  |
| Option (right to buy)                      | \$ 3.4   |                                      |  |                                |   | <u>(2)</u> 02/27/2018                                    | Common Stock  |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   | 12/31/2011 <u>(6)</u> 12/31/2011 <u>(6)</u>              | Common Stock  |
| Restricted Stock Units                     | <u>(3)</u>   | 09/16/2011                           |  | M                              | 6,302.2 <u>(4)</u>  | 09/16/2011 <u>(6)</u> 09/16/2011 <u>(6)</u>              | Common Stock  |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   | <u>(5)</u> <u>(5)</u>                                    | Common Stock  |
| Restricted Stock Units <u>(7)</u>          | <u>(3)</u>   |                                      |  |                                |   | 12/31/2001 <u>(6)</u> 12/31/2011 <u>(6)</u>              | Common Stock  |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   | <u>(8)</u> <u>(8)</u>                                    | Common Stock  |

**Reporting Owners**

| Reporting Owner Name / Address                         | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Samuels Eric<br>343 STATE STREET<br>ROCHSTER, NY 14650 |               |           | Controller |       |

## Signatures

Patrick M. Sheller, as attorney-in-fact for Eric  
Samuels

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 vest one-third on each of the first three anniversaries of the date of grant.
- (3) These units convert on a one-to-one basis.
- (4) Vesting and distribution of shares of Restricted Stock Units.
- (5) These units vest 50% on both the 2nd and 4th anniversary of the grant date
- (6) This is the date these restricted stock units will vest.
- (7) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (8) 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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