

Taber Terry R
Form 4
March 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Taber Terry R

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)
02/28/2011

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

343 STATE STREET

Chief Technical Officer

(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

ROCHESTER, 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	8,034 ⁽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 Amount of Underlying Security (Instr. 3 and 4)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Nu Sha
Option (right to buy)	\$ 36.66					(2)	11/21/2012	Common Stock	1
Option (right to buy)	\$ 7.41					(2)	12/08/2015	Common Stock	4
Option (right to buy)	\$ 7.41					(2)	12/08/2015	Common Stock	1
Option (right to buy)	\$ 5.05					(2)	12/12/2017	Common Stock	1
Option (right to buy)	\$ 3.4	02/28/2011		A	53,049	(2)	02/27/2018	Common Stock	5
Restricted Stock Units (3)	(4)					12/31/2011(5)	12/31/2011(5)	Common Stock	6
Restricted Stock Units	(4)					(7)	(7)	Common Stock	6
Restricted Stock Units (8)	(4)					12/31/2001(5)	12/31/2011(5)	Common Stock	10
Restricted Stock Units	(4)	02/28/2011		A	30,041	(9)	(9)	Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Taber Terry R
343 STATE STREET
ROCHESTER, NY 14650

Chief Technical Officer

Signatures

Patrick M. Sheller, as attorney-in-fact for Terry R.
Taber

03/02/2011

__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) These shares are held in a joint account with spouse.
- (2) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) The effective date for these restricted stock units is January 1, 2009.
- (4) These units convert on a one-to-one basis.
- (5) This is the date these restricted stock units will vest.
- (6) On November 30, 2009, 89.38 units were deducted to pay year-end FICA.
- (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (8) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (9) 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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