

Quatela Laura
 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, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Quatela Laura

(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)
 09/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/16/2011		M		10,732.14 (6) \$ 2.77	A	30,080.14 D
Common Stock	09/16/2011		F		3,888.14 (1) \$ 2.77	D	29,192 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 31.3					<u>(2)</u> 11/15/2011	Common Stock
Option (right to buy)	\$ 36.66					<u>(2)</u> 11/21/2012	Common Stock
Option (right to buy)	\$ 24.59					<u>(2)</u> 01/19/2013	Common Stock
Option (right to buy)	\$ 21.93					<u>(2)</u> 07/17/2013	Common Stock
Option (right to buy)	\$ 25.88					<u>(2)</u> 12/11/2013	Common Stock
Option (right to buy)	\$ 23.28					<u>(2)</u> 12/10/2014	Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u> 12/08/2015	Common Stock
Option (right to buy)	\$ 5.22					<u>(3)</u> 01/23/2018	Common Stock
Option (right to buy)	\$ 3.4					<u>(3)</u> 02/27/2018	Common Stock
Restricted Stock Units	<u>(4)</u>	09/16/2011		M	10,732.14 <u>(6)</u>	09/16/2011 ⁽⁵⁾ 09/16/2011 ⁽⁵⁾	Common Stock
Restricted Stock Units	<u>(4)</u>					12/31/2011 ⁽⁵⁾ 12/31/2011 ⁽⁵⁾	Common Stock
	<u>(4)</u>					<u>(7)</u> <u>(7)</u>	

Restricted Stock Units						Common Stock	
Restricted Stock Units	(4)				(8)	(8)	Common Stock
Restricted Stock Units	(4)				12/31/2011 ⁽⁵⁾	12/31/2011 ⁽⁵⁾	Common Stock
Restricted Stock Units	(4)				(9)	(9)	Common Stock
Restricted Stock Units	(4)				(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quatela Laura 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Patrick M. Sheller as Attorney-in-fact for Laura Quatela
 Quatela 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 have vested.
 - (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) This is the date these restricted stock units will vest.
 - (6) Vesting and distribution of shares of Restricted Stock Units.
 - (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
 - (8) These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
 - (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. 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.