

Faraci Philip J  
 Form 4  
 January 05, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Faraci Philip J

(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)  
 01/03/2012

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)  
 President & COO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/03/2012		M		31,230 (6) \$ 0.65	73,122	D
Common Stock	01/03/2012		F		11,312 (1) \$ 0.65	61,810	D
Common Stock	01/03/2012		M		53,091 (7) \$ 0.65	114,901	D
Common Stock	01/03/2012		F		19,230 (1) \$ 0.65	95,671	D

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

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(9-02)

**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
Option (right to buy)	\$ 26.46					(2) 05/11/2012	Common Stock
Option (right to buy)	\$ 26.47					(2) 05/31/2012	Common Stock
Option (right to buy) (3)	\$ 24.75					(2) 12/06/2012	Common Stock
Option (right to buy) (3)	\$ 25.01					(2) 01/31/2013	Common Stock
Option (right to buy) (3)	\$ 25.88					(2) 12/11/2013	Common Stock
Option (right to buy) (3)	\$ 23.28					(2) 12/10/2014	Common Stock
Option (right to buy) (3)	\$ 7.41					(2) 12/08/2015	Common Stock
Option (right to buy)	\$ 4.54					10/14/2013 10/13/2016	Common Stock
Option (right to buy)	\$ 3.4					(2) 02/27/2018	Common Stock
	(4)	01/03/2012		M		12/31/2011(8) 12/31/2011(8)	

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Restricted Stock Units <sup>(5)</sup>					31,230 <sup>(6)</sup>			Common Stock
Restricted Stock Units <sup>(4)</sup>						<sup>(9)</sup>	<sup>(9)</sup>	Commons Stock
Restricted Stock Units <sup>(10)</sup>	<sup>(4)</sup>	01/03/2012		M	53,091 <sup>(7)</sup>	12/31/2011 <sup>(8)</sup>	12/31/2011 <sup>(8)</sup>	Common Stock
Restricted Stock Units	<sup>(4)</sup>					<sup>(11)</sup>	<sup>(11)</sup>	Common Stock

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Faraci Philip J 343 STATE STREET ROCHESTER, NY 14650			President & COO	

### Signatures

Patrick M. Sheller, as attorney-in-fact for Philip J. Faraci  
 Signature: \_\_\_\_\_ Date: 01/05/2012  
\*\*Signature of Reporting Person

### 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 grant date.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These units convert on a one-for-one basis.
- (5) The effective date for these restricted stock units is January 1, 2009.
- (6) Vesting and distribution of shares of Restricted Stock Units.
- (7) Vesting and distribution of shares of Leadership Stock 2009 Cycle.
- (8) This is the date these restricted stock units will vest.
- (9) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (10) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (11) 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.