

EASTMAN CHEMICAL CO

Form 4

May 24, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROTHWELL ALLAN R**

(Last) (First) (Middle)

**EASTMAN CHEMICAL  
COMPANY, 100 N. EASTMAN  
ROAD**

(Street)

**KINGSPORT, TN 37660-5075**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**EASTMAN CHEMICAL CO [EMN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/20/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP and Voridian Div Pres

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock                       | 05/20/2005                              |   | M                                    | V Amount (A)<br>or (D)<br>\$ 45.8125                                    | 33,171   | D   |  |
| Common<br>Stock                       | 05/20/2005                              |   | S                                    | V Amount (A)<br>or (D)<br>\$ 58.9513<br>(1)                             | 22,171   | D   |  |
| Common<br>Stock                       | 05/20/2005                              |   | M                                    | V Amount (A)<br>or (D)<br>\$ 47.55                                      | 71,371   | D   |  |
| Common<br>Stock                       | 05/20/2005                              |   | S                                    | V Amount (A)<br>or (D)<br>\$ 58.7007<br>(1)                             | 22,171   | D   |  |

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|              |            |   |       |   |                             |        |   |        |
|--------------|------------|---|-------|---|-----------------------------|--------|---|--------|
| Common Stock | 05/20/2005 | M | 4,000 | A | \$ 43.66                    | 26,171 | D |        |
| Common Stock | 05/20/2005 | S | 4,000 | D | \$<br><u>58.9323</u><br>(1) | 22,171 | D |        |
| Common Stock |            |   |       |   |                             | 273    | I | 401(k) |
| Common Stock |            |   |       |   |                             | 769    | I | ESOP   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 45.8125   | 05/20/2005                           |  | M                              | 11,000  | 02/16/2001 02/15/2009                                    | Common Stock 11,000   |
| Employee Stock Option (Right to Buy)       | \$ 47.55   | 05/20/2005                           |  | M                              | 49,200  | 04/05/2004 04/04/2012                                    | Common Stock 49,200   |
| Employee Stock Option (Right to Buy)       | \$ 43.66   | 05/20/2005                           |  | M                              | 4,000   | 04/02/2005 04/01/2014                                    | Common Stock 4,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| ROTHWELL ALLAN R<br>EASTMAN CHEMICAL COMPANY<br>100 N. EASTMAN ROAD<br>KINGSPORT, TN 37660-5075 |               |           | EVP and<br>Voridian Div<br>Pres |       |

## Signatures

Brian L. Henry, by Power of  
Attorney

05/24/2005

\_\_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) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various market prices per share.

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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