#### EASTMAN CHEMICAL CO

Form 4

February 25, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB ....

**OMB APPROVAL** 

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Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

obligations

1. Name and A King Scott	Symbol	er Name <b>and</b> MAN CHI				5. Relationship of Reporting Person(s) to Issuer					
(Last) 200 SOUTI	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2014				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  VP, Controller & CAO					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
KINGSPO	RT, TN 37660						Person	viore than One Re	porting		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	any	Deemed ution Date, if hth/Day/Year)	3. Transaction Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)  (A) or		of (D)	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)		
Common Stock	02/21/2014		A	12,320 (1)	A	\$ 0	24,179	D			
Common Stock	02/21/2014		F	3,467 (2)	D	\$ 84.34	20,712	D			
Common Stock							37	I	By ESOP		
Common Stock							1,905 (3)	I	By 401(k) Plan		

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King Scott V.

200 SOUTH WILCOX KINGSPORT, TN 37660 VP, Controller & CAO

## **Signatures**

Brian L. Henry, by Power of

Attorney

\*\*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).

02/25/2014

- (1) Payout under performance shares awarded at beginning of three-year (2011-2013) performance period.
- (2) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.
- (3) Includes 15 shares acquired since August 2, 2013 resulting from automatic reinvestment of dividends.

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.

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