

Kruchten Brad
 Form 4
 September 30, 2009

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 *
Kruchten Brad

(Last) (First) (Middle)
 343 STATESTREET
 (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)
09/28/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 6,961 | D | |
| Common Stock | | | | | 26.6195 | I | By Trustee in ESOP |
| Common Stock | | | | | 1,200 | I | By Spouse |
| Common Stock | | | | | 26.6195 | I | Spouse by trustee in spouse's ESOP |

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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 | A | N | S |
| Option (right to buy) | \$ 31.3 | | | | | | | (1) | 03/29/2010 | Common Stock | | | |
| Option (right to buy) | \$ 31.3 | | | | | | | (1) | 01/11/2011 | Common Stock | | | |
| Option (right to buy) | \$ 31.3 | | | | | | | (1) | 11/15/2011 | Common Stock | | | |
| Option (right to buy) | \$ 31.71 | | | | | | | (1) | 12/09/2011 | Common Stock | | | |
| Option (right to buy) | \$ 31.3 | | | | | | | (1) | 08/25/2012 | Common Stock | | | |
| Option (right to buy) | \$ 36.66 | | | | | | | (1) | 11/21/2012 | Common Stock | | | |
| Option (right to buy) | \$ 24.75 | | | | | | | (1) | 12/06/2012 | Common Stock | | | |
| Option (right to buy) | \$ 25.88 | | | | | | | (1) | 12/11/2013 | Common Stock | | | |
| Option (right to buy) | \$ 23.28 | | | | | | | (1) | 12/10/2014 | Common Stock | | | |
| | \$ 7.41 | | | | | | | (1) | 12/08/2015 | | | | |

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| | | | | | | | | |
|---|------------|------------|---|---------|--|------------|---------------------------|--|
| Option (right to buy) | | | | | | | | Common Stock |
| Option (right to buy) | \$ 2.87 | | | | | <u>(1)</u> | 07/12/2016 | Common Stock |
| Restricted Stock Units <u>(2)</u> | <u>(4)</u> | | | | | | 12/31/2009 ⁽³⁾ | 12/31/2009 ⁽³⁾ Common Stock |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Units | <u>(4)</u> | | | | | | 12/31/2011 ⁽³⁾ | 12/31/2011 ⁽³⁾ Common Stock |
| Restrict Stock Units | <u>(4)</u> | 09/28/2009 | A | 125,360 | | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 03/29/2010 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 01/11/2011 | Common Stock |
| Option (right to buy) | \$ 31.3 | | | | | <u>(1)</u> | 11/15/2011 | Common Stock |
| Option (right to buy) | \$ 36.66 | | | | | <u>(1)</u> | 11/21/2012 | Common Stock |
| Option (right to buy) | \$ 23.99 | | | | | <u>(1)</u> | 04/16/2014 | Common Stock |
| Option (right to buy) | \$ 23.28 | | | | | <u>(1)</u> | 12/10/2014 | Common Stock |
| Option (right to buy) | \$ 7.41 | | | | | <u>(1)</u> | 12/08/2015 | Common Stock |
| Restricted Stock Units <u>(2)</u> | <u>(4)</u> | | | | | | 12/31/2009 ⁽³⁾ | 12/31/2009 ⁽³⁾ Common Stock |
| Restricted Stock | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |

| | | | | | | | | |
|------------|-----|------------|--|---|---------------------------|---------------------------|-----|--------|
| Units | | | | | | | | |
| Restricted | | | | | | | | |
| Stock | (4) | | | | 12/31/2011 ⁽³⁾ | 12/31/2011 ⁽³⁾ | | Common |
| Units | | | | | | | | Stock |
| Restrict | | | | | | | | |
| Stock | (4) | 09/28/2009 | | A | 69,928 | (6) | (6) | Common |
| Units | | | | | | | | Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kruchten Brad 343 STATESTREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Patrick M. Sheller as attorney-in-fact for Brad Kruchten 09/30/2009

 **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 options vest one-third on each of the first three anniversaries of the date of grant.
- (2) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (3) This is the date these restricted stock units will vest.
- (4) These units convert on a one-to-one basis.
- (5) 50% vest on the second anniversary of the grant date, remaining vest on the 3rd anniversary.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.

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.