

Edwards Douglas J
 Form 4
 October 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Edwards Douglas J

2. Issuer Name and Ticker or Trading Symbol
 EASTMAN KODAK CO [EKDKQ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 343 STATE STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/28/2012

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

ROCHESTER, NY 14650

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	09/28/2012		M		56,612 (5) \$ 0.19	86,946	D
Common Stock	09/28/2012		F		24,327 (6) \$ 0.19	62,619	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 22.82					<u>(1)</u>	10/16/2013	Common Stock	5,000
Option (right to buy)	\$ 25.88					<u>(1)</u>	12/11/2013	Common Stock	4,350
Option (right to buy)	\$ 23.28					<u>(1)</u>	12/10/2014	Common Stock	47,720
Option (right to buy)	\$ 6.96					<u>(1)</u>	01/25/2016	Common Stock	60,810
Option (right to buy)	\$ 4.29					<u>(1)</u>	04/13/2016	Common Stock	1,500
Restricted Stock Units	<u>(2)</u>	09/28/2012		M	56,612 <u>(5)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	56,612
Restricted Stock Units	<u>(2)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	28,777

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Douglas J 343 STATE STREET ROCHESTER,, NY 14650			Vice President	

Signatures

Susan M. Wylie as attorney-in-fact for Douglas
Edwards

10/02/2012

__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 have vested.
- (2) These units convert on a one-to-one basis.
- (3) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (4) These units vest 50% on both the 2nd and 3rd anniversary of the grant date.
- (5) Vesting and distribution of shares of Restricted Stock Units.
- (6) Payment of withholding taxes.

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.