

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): March 14, 2011

Eastman Kodak Company
(Exact name of registrant as specified in its charter)

New Jersey

1-87

16-0417150

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification
No.)

343 State Street,
Rochester, New York 14650
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (585) 724-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Item 5.02 (b)

On March 14, 2011, Debra L. Lee notified Eastman Kodak Company's Board of Directors that she will not seek re-election to the Board at the Company's Annual Meeting of Shareholders on May 11, 2011. Ms. Lee will continue to serve as a Director of the Company until May 11, 2011.

The Company issued a press release on March 16, 2011, announcing that Ms. Lee will not seek re-election. A copy of the press release is attached to this filing as Exhibit (99.1) and incorporated by reference.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

(99.1) Press release issued by Eastman Kodak Company on March 16, 2011 announcing that Debra L. Lee will not seek re-election to the Company's Board of Directors.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EASTMAN KODAK COMPANY

By: /s/ Patrick M. Sheller

Patrick M. Sheller
Corporate Secretary

Date: March 16, 2011

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Exhibit No.

(99.1) Press release issued by Eastman Kodak Company on March 16, 2011 announcing that Debra L. Lee will not seek re-election to the Company's Board of Directors.

EASTMAN KODAK COMPANY

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Kodak Announces Debra Lee Will Not Seek Re-election to Board of Directors

ROCHESTER, N.Y., March 16 – Eastman Kodak Company (NYSE:EK) today announced that Debra L. Lee has decided, for personal reasons, not to stand for re-election to its Board of Directors in 2011.

Ms. Lee, 56, is presently Chairman and Chief Executive Officer of BET Networks. She has been a Kodak board member since 1999 and participates on the Board's Audit and Finance committees.

Ms. Lee, will continue to serve as a Director of Kodak until the company's 2011 annual meeting of shareholders, on May 11.

"In her 12 years as a member of our Board, Debi has made considerable contributions to Kodak and to the digital transformation of our company," said Antonio M. Perez, Kodak's Chairman and Chief Executive Officer. "We have benefitted from her deep knowledge of strategic planning, corporate finance and consumer marketing. We thank Debi for her exceptional service, and we look forward to continuing to benefit from her knowledge during the remainder of her term."

Commenting on her decision not to seek re-election, Ms. Lee noted, "I am proud of the progress that we have achieved to date in Kodak's historic business transformation. A new company is emerging, and Antonio and his leadership team are taking the right actions to complete the transformation and to position Kodak for sustained profitability."

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About Kodak

As the world's foremost imaging innovator, Kodak helps consumers, businesses, and creative professionals unleash the power of pictures and printing to enrich their lives.

To learn more, visit www.kodak.com and follow our blogs and more at www.kodak.com/go/followus.

More than 75 million people worldwide manage, share and create photo gifts online at KODAK Gallery--join today at www.kodakgallery.com.

Choose from the widest selection of KODAK Digital Cameras, All-in-One Inkjet Printers, Pocket Video Cameras and more at <http://store.kodak.com>.

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