

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PEREZ ANTONIO M</u> (Last) (First) (Middle) 343 STATE STREET (Street) ROCHESTER NY 14650 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [EK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/19/2011		P		37,998.9542	A	\$3.1078 ⁽¹³⁾	241,919.9542	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option (right to buy)	\$31.71							(2)	12/09/2011	Common Stock	90,130	90,130	D	
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	300,000	300,000	D	
Option (right to buy) ⁽⁵⁾	\$24.75							(3)	12/06/2012	Common Stock	135,000	135,000	D	
Option (right to buy)	\$30.96							(1)	04/01/2013	common stock	500,000	500,000	D	
Option (right to buy) ⁽⁵⁾	\$25.88							(3)	12/11/2013	Common Stock	314,530	314,530	D	
Option (right to buy) ⁽⁵⁾	\$23.28							(3)	12/10/2014	Common Stock	397,460	397,460	D	
Option (right to buy) ⁽⁵⁾	\$7.41							(3)	12/08/2015	Common Stock	751,540	751,540	D	
Option (right to buy)	\$4.54							(4)	10/13/2016	Common Stock	500,000	500,000	D	
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	705,732	705,732	D	
Stock Units	(6)							(7)	(7)	Common Stock	18,539.42	18,539.42	D	
Stock Units	(6)							(7)	(7)	Common Stock	56,886.41	56,886.41	D	
Stock Units ⁽⁸⁾	(6)							(7)	(7)	Common Stock	19,370.2903	19,370.2903	D	
Restricted Stock Units	(6)							12/31/2011 ⁽⁹⁾	12/31/2011 ⁽⁹⁾	Common Stock	95,120	95,120	D	
Restricted Stock Units	(6)							(10)	(10)	Common Stock	1,048,370	1,048,370	D	
Restricted Stock Units ⁽¹¹⁾	(6)							12/31/2011 ⁽⁹⁾	12/31/2011 ⁽⁹⁾	Common Stock	159,359.293	159,359.293	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(6)							(12)	(12)	Common Stock	399,655		399,655	D	
Restricted Stock Units	(6)							12/31/2013 ⁽⁹⁾	12/31/2013 ⁽⁹⁾	Common Stock	248,009		248,009	D	

Explanation of Responses:

1. Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the date of grant.
4. One third vests on the 2nd anniversary of the grant date; one third vests on 3rd anniversary of the grant date; remaining third vests on the 4th anniversary of the grant date.
5. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
6. These units convert on a one-to-one basis.
7. This date is not applicable to these units.
8. These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
9. This is the date these restricted stock units will vest.
10. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
11. These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
12. These units vest one-third on each of the first three anniversaries of the date of grant.
13. Reflects net price paid

Remarks:

Patrick M. Sheller, as attorney-
in-fact for Antonio M. Perez 05/19/2011

** Signature of Reporting Person Date

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

* 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).

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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