

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Haag Joyce P</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>ROCHESTER</u>	<u>NY</u>	<u>14650</u>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								12,521.01	D	
Common Stock								5,230.9779	I	By Trustee in 401(k)
Common Stock								23.6967	I	By Trustee in ESOP
Common Stock								4,110.8546	I	By Trustee in Spouse's 401(k)
Common Stock								100	I	By Trustee in IRA
Common Stock								100	I	By Spouse
Common Stock								100 <sup>(1)</sup>	I	By adult children
Common Stock								733	I	As a Trustee of Gull Rock Foundation, Inc.
Common Stock								4,300	I	As co-Manager of Pluta Family, LLC

**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				
Option (right to buy)	\$31.3							(2)	03/11/2009	Common Stock	241		241	D	
Option (right to buy)	\$31.3							(2)	03/31/2009	Common Stock	2,200		2,200	D	
Option (right to buy)	\$31.3							(2)	03/29/2010	Common Stock	2,934		2,934	D	
Option (right to buy)	\$31.3							(2)	01/11/2011	Common Stock	3,667		3,667	D	
Option (right to buy)	\$31.3							(2)	11/15/2011	Common Stock	6,500		6,500	D	
Option (right to buy)	\$36.66							(2)	11/21/2012 <sup>(3)</sup>	Common Stock	6,875		6,875	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				
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	30,833		30,833	D	
Option (right to buy)	\$27.06							(3)	06/29/2012	Common Stock	10,000		10,000	D	
Option (right to buy) <sup>(4)</sup>	\$24.75							(3)	12/06/2012	Common Stock	12,400		12,400	D	
Option (right to buy) <sup>(4)</sup>	\$25.88							(3)	12/11/2013	Common Stock	41,580		41,580	D	
Option (right to buy) <sup>(4)</sup>	\$23.28							(3)	12/10/2014	Common Stock	49,460		49,460	D	
Option (right to buy) <sup>(4)</sup>	\$7.41							(3)	12/08/2015	Common	93,530		93,530	D	
Restricted Stock Units <sup>(5)</sup>	(6)	12/31/2008		F		148.9969 <sup>(7)</sup>	12/31/2009 <sup>(9)</sup>	12/31/2009 <sup>(9)</sup>	Common Stock	148.9969 <sup>(7)</sup>	\$0		10,126.6061	D	
Restricted Stock Units <sup>(8)</sup>	(6)						12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common	11,840			11,840	D	
Option (right to buy)	\$31.3							(2)	03/12/2010	Common Stock	67		67	I	Options held by Spouse

**Explanation of Responses:**

- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- These Options have vested.
- These options vest one-third on each of the first three anniversaries of the grant date.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- These units convert on a one-for-one basis.
- Payment of withholding taxes.
- The effective date for these restricted stock units is January 1, 2009.
- This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney-in-fact for Joyce P. Haag      02/06/2009

\*\* 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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