

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Lloyd William J</u> <hr/> (Last) (First) (Middle) <u>343 STATE STREET</u> <hr/> (Street) <u>ROCHESTER NY 14650</u> <hr/> (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) Director 10% Owner Officer (give title below) Other (specify below) X <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	12/31/2008		M		196.8552 ⁽²⁾	A	\$6.43	15,501.8552 ⁽¹⁾	D		
Common Stock	12/31/2008		F		66.8552 ⁽³⁾	D	\$6.43	15,435	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)	\$24.49							(4)	11/18/2010	Common Stock	4,000		4,000	D	
Option (right to buy)	\$31.74							(4)	12/08/2011	Common Stock	30,000		30,000	D	
Option (right to buy)	\$31.17							(4)	12/09/2011	Common Stock	4,000		4,000	D	
Option (right to buy)	\$26.46							(5)	05/11/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	\$26.47							(5)	05/31/2012	Common Stock	33,333		33,333	D	
Option (right to buy) ⁽⁶⁾	\$24.75							(5)	12/06/2012	Common Stock	12,400		12,400	D	
Option (right to buy) ⁽⁶⁾	\$25.88							(5)	12/11/2013	Common Stock	42,580		42,580	D	
Option (right to buy) ⁽⁶⁾	\$23.28							(5)	12/10/2014	Common Stock	58,480		58,480	D	
Restricted Stock Units ⁽⁷⁾	(9)	12/31/2008		M		196.8552		12/31/2008 ⁽¹⁰⁾	12/31/2008 ⁽¹⁰⁾	Common Stock	196.8552	\$0	0	D	
Restricted Stock Units ⁽⁸⁾	(9)							12/31/2009 ⁽¹⁰⁾	12/31/2009 ⁽¹⁰⁾	Common Stock	10,522.8351		10,522.8351	D	

Explanation of Responses:

- Some of these shares are restricted.
- Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- Payment of withholding taxes.
- 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 2006-2007 Cycle.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- These units convert on a one-for-one basis.
- This is the date these restricted stock units will vest.

Remarks:

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd 01/05/2009

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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