

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Taber Terry R</u>			2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ EKDKQ ]</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) <u>Chief Technical Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2012</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 NY 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	09/28/2012		M		33,965 <sup>(5)</sup>	A	\$0.19	58,662	D	
Common Stock	09/28/2012		F		12,303 <sup>(2)</sup>	D	\$0.19	46,359 <sup>(1)</sup>	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)	\$36.66							(3)	11/21/2012	Common Stock	14,700		14,700	D	
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	48,700		48,700	D	
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	10,000		10,000	D	
Option (right to buy)	\$5.05							(3)	12/12/2017	Common Stock	15,000		15,000	D	
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	53,049		53,049	D	
Restricted Stock Units	(4)	09/28/2012		M		33,965 <sup>(5)</sup>		(6)	(6)	Common Stock	33,965	\$0	33,965	D	
Restricted Stock Units	(4)							(7)	(7)	Common Stock	20,029		20,029	D	

**Explanation of Responses:**

- These shares are held in a joint account with spouse.
- Payment of withholding taxes.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-to-one basis.
- Vesting and distribution of shares of Restricted Stock Units.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- These units vest one-third on each of the first three anniversaries of the date of grant.

**Remarks:**

Patrick M. Sheller, as attorney-in-fact for Terry R. Taber 10/02/2012

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

