

**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>PEREZ ANTONIO M</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President, Chairman &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2009</u>					
343 STATE STREET			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 Form filed by More than One Reporting Person		
(Street)								
ROCHESTER	NY	14650						
(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	02/27/2009		F		3,210 <sup>(1)</sup>	D	\$3.29	145,943 <sup>(2)</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)	\$30.96							(3)	04/01/2013	common stock		500,000		500,000	D	
Option (right to buy)	\$24.49							(4)	11/18/2010	common stock		51,500		51,500	D	
Option (right to buy)	\$31.71							(4)	12/09/2011	Common Stock		90,130		90,130	D	
Option (right to buy)	\$26.47							(5)	05/31/2012	Common Stock		300,000		300,000	D	
Option (right to buy) <sup>(6)</sup>	\$24.75							(5)	12/06/2012	Common Stock		135,000		135,000	D	
Option (right to buy) <sup>(6)</sup>	\$25.88							(5)	12/11/2013	Common Stock		314,530		314,530	D	
Option (right to buy) <sup>(6)</sup>	\$23.28							(5)	12/10/2014	Common Stock		397,460		397,460	D	
Option (right to buy) <sup>(6)</sup>	\$7.41							(5)	12/08/2015	Common Stock		751,540		751,540	D	
Stock Units	(7)							(8)	(8)	Common Stock		18,539.42		18,539.42	D	
Stock Units	(7)							(8)	(8)	Common Stock		56,886.41		56,886.41	D	
Stock Units <sup>(9)</sup>	(7)							(8)	(8)	Common Stock		19,370.2903		19,370.2903	D	
Restricted Stock Units <sup>(10)</sup>	(7)							12/31/2009 <sup>(12)</sup>	12/31/2009 <sup>(12)</sup>	Common Stock		77,762.3605		77,762.3605	D	
Restricted Stock Units <sup>(11)</sup>	(7)							12/31/2011 <sup>(12)</sup>	12/31/2011 <sup>(12)</sup>	Common Stock		95,120		95,120	D	

**Explanation of Responses:**

1. Payment of withholding taxes.
2. Some of these shares are restricted.
3. 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.
4. These options have vested.

5. These options vest one-third on each of the first three anniversaries of the date of grant.
6. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
7. These units convert on a one-to-one basis.
8. This date is not applicable to these units.
9. These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
10. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
11. The effective date for these restricted stock units is January 1, 2009.
12. This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney-  
in-fact for Antonio M. Perez      03/03/2009

\*\* 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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