

**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>Kruchten Brad</u>  (Last) (First) (Middle) 343 STATESTREET  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011	
	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								15,141	D	
Common Stock								26.6195	I	By Trustee in ESOP
Common Stock								10,988	I	By Spouse
Common Stock								26.6195	I	Spouse by trustee in spouse's ESOP

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$31.3						(I)	11/15/2011	Common Stock	9,250		9,250	D	
Option (right to buy)	\$31.71						(I)	12/09/2011	Common Stock	4,200		4,200	D	
Option (right to buy)	\$31.3						(I)	08/25/2012	Common Stock	5,000		5,000	D	
Option (right to buy)	\$36.66						(I)	11/21/2012	Common Stock	11,875		11,875	D	
Option (right to buy)	\$24.75						(I)	12/06/2012	Common Stock	4,800		4,800	D	
Option (right to buy)	\$25.88						(I)	12/11/2013	Common Stock	13,110		13,110	D	
Option (right to buy)	\$23.28						(I)	12/10/2014	Common Stock	34,740		34,740	D	
Option (right to buy)	\$7.41						(I)	12/08/2015	Common Stock	75,540		75,540	D	
Option (right to buy)	\$2.87						(I)	07/12/2016	Common Stock	15,000		15,000	D	
Option (right to buy)	\$3.4	02/28/2011		A		84,390	(I)	02/27/2018	Common Stock	84,390	\$3.4	84,390	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	(3)							09/16/2011 <sup>(2)</sup>	09/16/2011 <sup>(2)</sup>	Common Stock	13,480.4		13,480.4	D	
Restricted Stock Units	(3)							12/31/2011 <sup>(2)</sup>	12/31/2011 <sup>(2)</sup>	Common Stock	9,561		9,561	D	
Restrict Stock Units	(3)							(4)	(4)	Common Stock	125,360		125,360	D	
Restricted Stock Units <sup>(5)</sup>	(3)							12/31/2011 <sup>(2)</sup>	12/31/2011 <sup>(2)</sup>	Common Stock	16,253.7		16,253.7	D	
Restricted Stock Units	(3)	02/28/2011		A		47,790		(6)	(6)	Common Stock	47,790	\$0	47,790	D	
Option (right to buy)	\$31.3							(1)	11/15/2011	Common Stock	4,250		4,250	I	By Spouse
Option (right to buy)	\$36.66							(1)	11/21/2012	Common Stock	5,500		5,500	I	By Spouse
Option (right to buy)	\$23.99							(1)	04/16/2014	Common Stock	5,000		5,000	I	By Spouse
Option (right to buy)	\$23.28							(1)	12/10/2014	Common Stock	14,370		14,370	I	By Spouse
Option (right to buy)	\$7.41							(1)	12/08/2015	Common Stock	50,130		50,130	I	By Spouse
Restricted Stock Units	(3)							09/16/2011 <sup>(2)</sup>	09/16/2011 <sup>(2)</sup>	Common Stock	1,375,792		13,757.92	I	By Spouse
Restricted Stock Units	(3)							12/31/2011 <sup>(2)</sup>	12/31/2011 <sup>(2)</sup>	Common Stock	6,345		6,345	I	By Spouse
Restrict Stock Units	(3)							(4)	(4)	Common Stock	69,928		69,928	I	By Spouse
Restricted Stock Units <sup>(5)</sup>	(3)							12/31/2011 <sup>(2)</sup>	12/31/2011 <sup>(2)</sup>	Common Stock	10,786.5		10,786.5	I	By Spouse
Restricted Stock Units	(3)	02/28/2011		A		26,657		(6)	(6)	Common Stock	26,657	\$0	26,657	I	By Spouse

**Explanation of Responses:**

1. These options vest one-third on each of the first three anniversaries of the date of grant.
2. This is the date these restricted stock units will vest.
3. These units convert on a one-to-one basis.
4. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
5. These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
6. These units vest one-third on each of the first three anniversaries of the date of grant.

**Remarks:**

Patrick M. Sheller as attorney- 03/02/2011  
in-fact for Brad Kruchten

\*\* 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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