

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

<b>1. Name and Address of Reporting Person*</b> <u>BERMAN ROBERT L</u> (Last) (First) (Middle) <u>343 STATE STREET</u> (Street) <u>ROCHESTER NY 14650</u> (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EASTMAN KODAK CO [ EK ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> X Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <p style="text-align: right;"><b>Senior Vice President</b></p>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/12/2011</u>					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> 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	12/12/2011		F		1,208 <sup>(1)</sup>	D	\$0.89	22,740	D	
Common Stock								23.282	I	By Trustee of 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	(A)	(D)	Date Exercisable	Expiration Date					
Option (right to buy)	\$26.46							(4)	05/11/2012	Common Stock	10,000	10,000	D	
Option (right to buy)	\$26.47							(4)	05/31/2012	Common Stock	32,083	32,083	D	
Option (right to buy)	\$31.3							(2)	08/25/2012	common stock	5,000	5,000	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	common stock	19,125	19,125	D	
Option (right to buy) <sup>(3)</sup>	\$24.75							(4)	12/06/2012	Common Stock	15,500	15,500	D	
Option (right to buy) <sup>(3)</sup>	\$25.88							(4)	12/11/2013	Common Stock	44,080	44,080	D	
Option (right to buy) <sup>(3)</sup>	\$23.28							(4)	12/10/2014	Common Stock	53,270	53,270	D	
Option (right to buy) <sup>(3)</sup>	\$7.41							(4)	12/08/2015	Common Stock	100,740	100,740	D	
Option (right to buy)	\$3.4							(4)	02/27/2018	Common Stock	94,634	94,643	D	
Stock Units <sup>(8)</sup>	(6)							(5)	(5)	Common Stock	3,475.802	3,475.802	D	
Restricted Stock Units <sup>(7)</sup>	(6)							(9)	12/31/2011 <sup>(9)</sup>	Common Stock	12,750	12,750	D	
Restricted Stock Units	(6)							(10)	(10)	Common Stock	140,580	140,580	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 <sup>(11)</sup>	(6)							12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common Stock	21,675		21,675	D	
Restricted Stock Units	(6)							(12)	(12)	Common Stock	53,591		53,591	D	

**Explanation of Responses:**

1. Payment of withholding taxes.
2. These options have vested.
3. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
4. These options vest one-third on each of the first three anniversaries of the date of grant.
5. Not Applicable
6. These units convert on a one-for-one basis.
7. The effective date for these RSUs is January 1, 2009.
8. These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
9. This is the date these restricted stock units will vest.
10. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
11. These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
12. 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 Robert L. Berman      12/14/2011

\*\* 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.**