

**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>Wilfong Diane E</u>  (Last) (First) (Middle) 343 STATE STREET  (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 Officer (give title below) Other (specify below)  Controller
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/15/2008		F		1,690 <sup>(1)</sup>	D	\$13.8	9,884 <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)	\$31.3							(4)	07/19/2009	Common Stock	1,840		1,840	D		
Option (right to buy)	\$31.3							(4)	03/29/2010	Common Stock	4,600		4,600	D		
Option (right to buy)	\$31.3							(4)	01/11/2011	Common Stock	5,933		5,933	D		
Option (right to buy)	\$31.3							(4)	11/15/2011	Common Stock	9,250		9,250	D		
Option (right to buy)	\$36.66							(4)	11/21/2012	Common Stock	9,250		9,250	D		
Option (right to buy)	\$30.42							(4)	02/06/2013	Common Stock	3,000		3,000	D		
Option (right to buy)	\$22.82							(5)	10/16/2013	Common Stock	5,000		5,000	D		
Option (right to buy) <sup>(3)</sup>	\$25.88							(5)	12/11/2013	Common Stock	16,680		16,680	D		
Option (right to buy) <sup>(3)</sup>	\$23.28							(5)	12/10/2014	Common Stock	18,330		18,330	D		
Restricted Stock Units <sup>(6)</sup>	(8)	07/16/2008		J	V	0.9563 <sup>(9)</sup>			12/31/2008 <sup>(10)</sup>	12/31/2008 <sup>(10)</sup>	Common Stock	0.9563	\$0	53.9563	D	
Restricted Stock Units <sup>(7)</sup>	(8)	07/16/2008		J	V	70.9796 <sup>(9)</sup>			12/31/2009 <sup>(10)</sup>	12/31/2009 <sup>(10)</sup>	Common Stock	70.9796	\$0	3,968.9796	D	

**Explanation of Responses:**

1. Payment of withholding taxes.
2. Some of these shares are restricted.
3. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
4. These options have vested.
5. These options vest one-third on each of the first three anniversaries of the date of grant.
6. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
7. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
8. These units convert on a one-for-one basis.
9. These units were credited to the reporting person's account as dividend equivalents.
10. This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey as attorney  
in fact for Diane E. Wilfong

09/17/2008

\*\* 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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