

**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><br><u>BERMAN ROBERT L</u><br>_____<br>(Last) (First) (Middle)<br><u>343 STATE STREET</u><br>_____<br>(Street)<br><u>ROCHESTER NY 14650</u><br>_____<br>(City) (State) (Zip) |  |  | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>EASTMAN KODAK CO [ EK ]</u> |  |  | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br>X _____ <b>Senior Vice President</b> |  |  |
|                                                                                                                                                                                                                             |  |  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>02/26/2008</u>         |  |  |                                                                                                                                                                                                                             |  |  |
|                                                                                                                                                                                                                             |  |  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                      |  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br>X Form filed by One Reporting Person<br>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                    |                                      |                                                    |                                |   |                                                                   |            | 18,226 <sup>(1)</sup> | 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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 03/12/2008      | common stock                                                                      | 98                                         | 98                                                                                                 | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 04/01/2008      | common stock                                                                      | 3,250                                      | 3,250                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 05/04/2008      | common stock                                                                      | 1,200                                      | 1,200                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 03/11/2009      | common stock                                                                      | 256                                        | 256                                                                                                | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 03/31/2009      | common stock                                                                      | 2,751                                      | 2,751                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (2)                                                      | 03/29/2010      | common stock                                                                      | 4,934                                      | 4,934                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     |                                                          | 01/12/2004      | 01/11/2011                                                                        | common stock                               | 8,867                                                                                              | 8,867                                                     | D                                                      |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     |                                                          | 11/16/2004      | 11/15/2011                                                                        | common stock                               | 13,300                                                                                             | 13,300                                                    | D                                                      |       |
| Option (right to buy)                      | \$31.3                                                 |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 08/25/2012      | common stock                                                                      | 5,000                                      | 5,000                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$36.66                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 11/21/2012      | common stock                                                                      | 19,125                                     | 19,125                                                                                             | D                                                         |                                                        |       |
| Option (right to buy)                      | \$24.49                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 11/18/2010      | common stock                                                                      | 5,810                                      | 5,810                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$31.71                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 12/09/2011      | Common Stock                                                                      | 5,810                                      | 5,810                                                                                              | D                                                         |                                                        |       |
| Option (right to buy)                      | \$26.46                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 05/11/2012      | Common Stock                                                                      | 10,000                                     | 10,000                                                                                             | 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)                      | \$26.47                                                |                                      |                                                    |                                |   |                                                                                        |     | (4)                                                      | 05/31/2012                | Common Stock                                                                      | 32,083                     |                                            | 32,083                                                                                             | 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                                                         |                                                        |
| Stock Units <sup>(8)</sup>                 | (6)                                                    |                                      |                                                    |                                |   |                                                                                        |     | (5)                                                      | (5)                       | Common Stock                                                                      | 3,286.2727                 |                                            | 3,286.2727                                                                                         | D                                                         |                                                        |
| Restricted Stock Units <sup>(7)</sup>      | (6)                                                    | 02/26/2008                           |                                                    | A                              |   | 233                                                                                    |     | 12/31/2008 <sup>(9)</sup>                                | 12/31/2008 <sup>(9)</sup> | Common Stock                                                                      | 233                        | \$0                                        | 233                                                                                                | D                                                         |                                                        |
| Restricted Stock Units <sup>(8)</sup>      | (6)                                                    | 02/26/2008                           |                                                    | A                              |   | 10,293                                                                                 |     | 12/31/2009 <sup>(9)</sup>                                | 12/31/2009 <sup>(9)</sup> | Common Stock                                                                      | 10,293                     | \$0                                        | 10,293                                                                                             | D                                                         |                                                        |

**Explanation of Responses:**

- Some of these shares are restricted.
- These options have vested.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- Not Applicable
- These units convert on a one-for-one basis.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney- 02/28/2008  
in-fact for Robert L. Berman

\*\* 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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