

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Hellyar Mary Jane</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2008	
	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								49,930 <sup>(1)</sup>	D	
Common Stock								23.6967	I	by Trustee of ESOP
Common Stock								24.6591	I	by Trustee in Spouse's KESOP

**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							(2)	03/11/2009	Common Stock	273		273	D	
Option (right to buy)	\$31.3							(2)	03/31/2009	Common Stock	3,750		3,750	D	
Option (right to buy)	\$31.3							(2)	05/02/2009	Common Stock	2,000		2,000	D	
Option (right to buy)	\$31.3							(2)	03/29/2010	Common Stock	8,000		8,000	D	
Option (right to buy)	\$31.3							(2)	01/11/2011	Common Stock	6,333		6,333	D	
Option (right to buy)	\$31.3							(2)	11/15/2011	Common Stock	13,800		13,800	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	Common Stock	16,830		16,830	D	
Option (right to buy)	\$24.49							(2)	11/18/2010	Common Stock	5,000		5,000	D	
Option (right to buy)	\$31.71							(2)	12/09/2011	Common Stock	5,000		5,000	D	
Option (right to buy)	\$31.52							(3)	01/16/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	50,000		50,000	D	
Option (right to buy) <sup>(4)</sup>	\$24.75							(3)	12/06/2012	Common Stock	16,750		16,750	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) <sup>(4)</sup>	\$25.88							(3)	12/11/2013	Common Stock	58,690		58,690	D		
Option (right to buy) <sup>(4)</sup>	\$28.44							(3)	10/15/2014	Common Stock	20,000		20,000	D		
Option (right to buy) <sup>(4)</sup>	\$23.28							(3)	12/10/2014	Common Stock	69,920		69,920	D		
Option (right to buy) <sup>(4)</sup>	\$7.41							(3)	12/08/2015	Common Stock	132,200		132,200	D		
Restricted Stock Units <sup>(5)</sup>	(6)	12/12/2008		J <sup>(8)</sup>	V	550,4353			12/31/2009 <sup>(9)</sup>	12/31/2009 <sup>(9)</sup>	Common Stock	550,4353	\$0	14,509,4602	D	
Restricted Stock Units <sup>(7)</sup>	(6)								12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common	16,730		16,730	D	
Option (right to buy)	\$31.3							(2)	03/12/2010	Common Stock	67		67	I	Options held by spouse	

**Explanation of Responses:**

- Some of these shares are restricted.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the grant date.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- These units convert on a one-for-one basis.
- The effective date for these restricted stock units is January 1, 2009.
- These units were credited to the reporting person's account as dividend equivalents.
- This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney-  
in-fact for Mary Jane Hellyar      12/19/2008

\*\* 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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