

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| 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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Oviedo Gustavo</u> (Last) (First) (Middle) <u>343 STATE STREET</u> (Street) <u>ROCHESTER NY 14650</u> (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) <p style="text-align: right;">Vice President</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2012</u> | |
| | 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 | 01/03/2012 | | M | | 9,040 ⁽⁶⁾ | A | \$0.65 | 29,830 | D | |
| Common Stock | 01/03/2012 | | F | | 3,275 ⁽⁴⁾ | D | \$0.65 | 26,555 | D | |
| Common Stock | 01/03/2012 | | M | | 15,368 ⁽⁷⁾ | A | \$0.65 | 41,923 | D | |
| Common Stock | 01/03/2012 | | F | | 5,567 ⁽⁴⁾ | D | \$0.65 | 36,356 | 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 | | | | | |
| Option (right to buy) | \$23.28 | | | | | | | (2) | 12/10/2014 | Common Stock | 10,000 | 10,000 | D | |
| Option (right to buy) | \$7.41 | | | | | | | (3) | 12/08/2015 | Common Stock | 71,430 | 71,430 | D | |
| Option (right to buy) | \$3.4 | | | | | | | (3) | 02/27/2018 | Common Stock | 67,073 | 67,073 | D | |
| Restricted Stock Units | (4) | 01/03/2012 | | M | | 9,040 ⁽⁶⁾ | | 12/31/2011 ⁽⁵⁾ | 12/31/2011 ⁽⁵⁾ | Common Stock | 9,040 | \$0 | 0 | D |
| Restricted Stock Units | (4) | | | | | | | (9) | (9) | Common Stock | 99,638 | 99,638 | D | |
| Restricted Stock Units ⁽¹⁰⁾ | (4) | 01/03/2012 | | M | | 15,368 ⁽⁷⁾ | | 12/31/2011 ⁽⁵⁾ | 12/31/2011 ⁽⁵⁾ | Common Stock | 15,368 | \$0 | 0 | D |
| Restricted Stock Units | (4) | | | | | | | (8) | (8) | Common Stock | 37,983 | 37,983 | D | |

Explanation of Responses:

- Payment of withholding taxes.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-to-one basis.
- This is the date these restricted stock units will vest.
- Vesting and distribution of shares of Restricted Stock Units.
- Vesting and distribution of shares of Leadership Stock 2009 Cycle.
- These units vest one-third on each of the first three anniversaries of the date of grant.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.

Remarks:

Patrick M. Sheller as attorney- 01/05/2012
in-fact for Gustavo Oviedo

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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