

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

1. Name and Address of Reporting Person* <u>BERMAN ROBERT L</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) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2008</u>	
	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	12/31/2008		M		246.0682 ⁽¹⁾	A	\$6.43	18,472.0682 ⁽²⁾	D		
Common Stock	12/31/2008		F		84.0682 ⁽³⁾	D	\$6.43	18,388	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	Amount or Number of Shares				
Option (right to buy)	\$31.3							(4)	03/11/2009	common stock	256		256	D	
Option (right to buy)	\$31.3							(4)	03/31/2009	common stock	2,751		2,751	D	
Option (right to buy)	\$31.3							(4)	03/29/2010	common stock	4,934		4,934	D	
Option (right to buy)	\$31.3							(4)	01/11/2011	common stock	8,867		8,867	D	
Option (right to buy)	\$31.3							(4)	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							(6)	05/11/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	\$26.47							(6)	05/31/2012	Common Stock	32,083		32,083	D	
Option (right to buy) ⁽⁵⁾	\$24.75							(6)	12/06/2012	Common Stock	15,500		15,500	D	
Option (right to buy) ⁽⁵⁾	\$25.88							(6)	12/11/2013	Common Stock	44,080		44,080	D	
Option (right to buy) ⁽⁵⁾	\$23.28							(6)	12/10/2014	Common Stock	53,270		53,270	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) ⁽⁵⁾	\$7.41							(6)	12/08/2015	Common Stock	100,740		100,740	D	
Stock Units ⁽¹¹⁾	(8)							(7)	(7)	Common Stock	3,475.802		3,475.802	D	
Restricted Stock Units ⁽¹⁰⁾	(8)	12/31/2008		M		246.0682		12/31/2008 ⁽¹³⁾	12/31/2008 ⁽¹³⁾	Common Stock	246.0682	\$0	0	D	
Restricted Stock Units ⁽¹²⁾	(8)							12/31/2009 ⁽¹³⁾	12/31/2009 ⁽¹³⁾	Common Stock	10,893.6831		10,893.6831	D	
Restricted Stock Units ⁽⁹⁾	(8)							12/31/2011 ⁽¹³⁾	12/31/2011 ⁽¹³⁾	Common Stock	12,750		12,750	D	

Explanation of Responses:

- Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- Some of these shares are restricted.
- Payment of withholding taxes.
- 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.
- The effective date for these RSUs is January 1, 2009.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 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-
in-fact for Robert L. Berman 01/05/2009

** 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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