

**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* <b>LEE DEBRA L</b>  (Last) (First) (Middle) <b>EASTMAN KODAK COMPANY</b> <b>343 STATE STREET</b>  (Street) <b>ROCHESTER NY 14650</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ EK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2011</b>	
	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 <sup>(1)</sup>	02/28/2011		A		19,337 <sup>(2)</sup>	A	\$3.4	29,095	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)	\$29.1							(3)	01/01/2012	Common Stock	2,000		2,000	D	
Option (right to buy)	\$36.66							(3)	11/21/2012	Common Stock	2,000		2,000	D	
Option (right to buy)	\$24.75							(3)	12/06/2012	Common Stock	1,500		1,500	D	
Option (right to buy)	\$24.49							(3)	11/18/2013	Common Stock	2,000		2,000	D	
Option (right to buy)	\$25.88							(3)	12/11/2013	Common Stock	1,500		1,500	D	
Option (right to buy)	\$31.71							(3)	12/09/2014	Common Stock	1,500		1,500	D	
Option (right to buy)	\$23.28							(3)	12/10/2014	Common Stock	9,620		9,620	D	
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	18,180		18,180	D	
Option (right to buy)	\$4.52							(3)	12/06/2016	Common Stock	18,180		18,180	D	
Option (right to buy) <sup>(4)</sup>	\$3.4	02/28/2011		A		34,146		(3)	02/27/2018	Common Stock	34,146	\$3.4	34,146	D	
Phantom Stock Units	(5)							(6)	(6)	Common Stock	31,093.42		31,093.42	D	

**Explanation of Responses:**

- Annual restricted stock equity grant.
- These shares are restricted.
- These options vest one year after the date of grant.
- Annual Stock Option Equity Grant
- This award converts to common stock on a 1-for-1 basis.
- This date is not applicable to these units.

**Remarks:**

Patrick M. Sheller, as attorney-  
in-fact for Debra L. Lee

03/02/2011

\*\* 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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