

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 | |
|--|-----------|
| 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).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Kruchten Brad</u> _____ _____ (Last) (First) (Middle) <u>343 STATESTREET</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) <u>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2009</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 | 12/31/2009 | | M | | 5,835.4602 ⁽¹⁾ | A | \$4.29 | 12,796.4602 | D | |
| Common Stock | 12/31/2009 | | F | | 2,187.4602 ⁽²⁾ | D | \$4.29 | 10,609 | D | |
| Common Stock | | | | | | | | 26.6195 | I | By Trustee in ESOP |
| Common Stock | 12/31/2009 | | M | | 1,622.4638 ⁽¹⁾ | A | \$4.29 | 2,822.4638 | I | By Spouse |
| Common Stock | 12/31/2009 | | F | | 608.4638 ⁽²⁾ | D | \$4.29 | 2,214 | I | By Spouse |
| Common Stock | | | | | | | | 26.6195 | I | Spouse by trustee in spouse's 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 | | | | | | | (3) | 03/29/2010 | Common Stock | 4,600 | | 4,600 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 01/11/2011 | Common Stock | 6,413 | | 6,413 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 11/15/2011 | Common Stock | 9,250 | | 9,250 | D | |
| Option (right to buy) | \$31.71 | | | | | | | (3) | 12/09/2011 | Common Stock | 4,200 | | 4,200 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 08/25/2012 | Common Stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (3) | 11/21/2012 | Common Stock | 11,875 | | 11,875 | D | |
| Option (right to buy) | \$24.75 | | | | | | | (3) | 12/06/2012 | Common Stock | 4,800 | | 4,800 | D | |
| Option (right to buy) | \$25.88 | | | | | | | (3) | 12/11/2013 | Common Stock | 13,110 | | 13,110 | D | |
| Option (right to buy) | \$23.28 | | | | | | | (3) | 12/10/2014 | Common Stock | 34,740 | | 34,740 | D | |
| Option (right to buy) | \$7.41 | | | | | | | (3) | 12/08/2015 | Common Stock | 75,540 | | 75,540 | 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) | \$2.87 | | | | | | | (3) | 07/12/2016 | Common Stock | 15,000 | | 15,000 | D | |
| Restricted Stock Units ⁽⁴⁾ | (6) | 12/31/2009 | | M | | | 5,835.4602 ⁽¹⁾ | 12/31/2009 ⁽⁵⁾ | 12/31/2009 ⁽⁵⁾ | Common Stock | 5,835.4602 | \$0 | 0 | D | |
| Restricted Stock Units | (6) | | | | | | | (7) | (7) | Common Stock | 26,959.76 | | 26,959.76 | D | |
| Restricted Stock Units | (6) | | | | | | | 12/31/2011 ⁽⁵⁾ | 12/31/2011 ⁽⁵⁾ | Common Stock | 9,561 | | 9,561 | D | |
| Restrict Stock Units | (6) | | | | | | | (8) | (8) | Common Stock | 125,360 | | 125,360 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 03/29/2010 | Common Stock | 1,534 | | 1,534 | I | By Spouse |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 01/11/2011 | Common Stock | 2,600 | | 2,600 | I | By Spouse |
| Option (right to buy) | \$31.3 | | | | | | | (3) | 11/15/2011 | Common Stock | 4,250 | | 4,250 | I | By Spouse |
| Option (right to buy) | \$36.66 | | | | | | | (3) | 11/21/2012 | Common Stock | 5,500 | | 5,500 | I | By Spouse |
| Option (right to buy) | \$23.99 | | | | | | | (3) | 04/16/2014 | Common Stock | 5,000 | | 5,000 | I | By Spouse |
| Option (right to buy) | \$23.28 | | | | | | | (3) | 12/10/2014 | Common Stock | 14,370 | | 14,370 | I | By Spouse |
| Option (right to buy) | \$7.41 | | | | | | | (3) | 12/08/2015 | Common Stock | 50,130 | | 50,130 | I | By Spouse |
| Restricted Stock Units ⁽⁴⁾ | (6) | 12/31/2009 | | M | | | 1,622.4638 ⁽¹⁾ | 12/31/2009 ⁽⁵⁾ | 12/31/2009 ⁽⁵⁾ | Common Stock | 1,622.4638 | \$0 | 0 | I | By Spouse |
| Restricted Stock Units | (6) | | | | | | | (7) | (7) | Common Stock | 27,514.8 | | 27,514.8 | I | By Spouse |
| Restricted Stock Units | (6) | | | | | | | 12/31/2011 ⁽⁵⁾ | 12/31/2011 ⁽⁵⁾ | Common Stock | 6,345 | | 6,345 | I | By Spouse |
| Restrict Stock Units | (6) | | | | | | | (8) | (8) | Common Stock | 69,928 | | 69,928 | I | By Spouse |

Explanation of Responses:

- Vesting and distribution of shares of Leadership Stock 2007 Cycle
- Payment of withholding taxes.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- 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.
- These units convert on a one-to-one basis.
- 50% vest on the second anniversary of the grant date, remaining vest on the 3rd anniversary.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.

Remarks:

Patrick M. Sheller as attorney-in-fact for Brad Kruchten 01/05/2010

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.