

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>Hellyar Mary Jane</u>			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) _____ Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCHESTER NY 14650</u>								
(City) (State) (Zip)								

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 ⁽¹⁾	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) ⁽⁴⁾	\$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) ⁽⁴⁾	\$25.88							(3)	12/11/2013	Common Stock	58,690		58,690	D	
Option (right to buy) ⁽⁴⁾	\$28.44							(3)	10/15/2014	Common Stock	20,000		20,000	D	
Option (right to buy) ⁽⁴⁾	\$23.28							(3)	12/10/2014	Common Stock	69,920		69,920	D	
Option (right to buy) ⁽⁴⁾	\$7.41	12/09/2008		A		132,200		(3)	12/08/2015	Common Stock	132,200	\$7.41	132,200	D	
Restricted Stock Units ⁽⁵⁾	(6)	07/16/2008		J	V	249,624 ⁽⁸⁾		12/31/2009 ⁽⁹⁾	12/31/2009 ⁽⁹⁾	Common Stock	249,624	\$0	13,958,624	D	
Restricted Stock Units	(6)	12/09/2008 ⁽⁷⁾		A		16,730		12/31/2011 ⁽⁹⁾	12/31/2011 ⁽⁹⁾	Common	16,730	\$0	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 12/10/2008

** 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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