

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <u>McCorvey Antoinette P</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 _____ Officer (give title below) _____ Other (specify below) _____ X _____ Senior Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	01/03/2012		M		2,998 <sup>(6)</sup>	A	\$0.65	55,034	D	
Common Stock	01/03/2012		F		1,066 <sup>(1)</sup>	D	\$0.65	53,968	D	
Common Stock	01/03/2012		M		5,096.6 <sup>(7)</sup>	A	\$0.65	59,064.6	D	
Common Stock	01/03/2012		F		1,846.6 <sup>(1)</sup>	D	\$0.65	57,218	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)	\$24.59							(2)	01/19/2013	Common Stock	10,000		10,000	D		
Option (right to buy)	\$23.28							(3)	12/10/2014	Common Stock	10,000		10,000	D		
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	23,680		23,680	D		
Option (right to buy)	\$5.05							(3)	12/12/2017	Common Stock	15,000		15,000	D		
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	121,951		121,951	D		
Restricted Stock Units	(4)	01/03/2012		M		2,998 <sup>(6)</sup>			12/31/2011 <sup>(5)</sup>	12/31/2011 <sup>(5)</sup>	Common Stock	2,998	\$0	0	D	
Restricted Stock Units <sup>(8)</sup>	(4)	01/03/2012		M		5,096.6 <sup>(7)</sup>			12/31/2011 <sup>(5)</sup>	12/31/2011 <sup>(5)</sup>	Common Stock	5,096.6	\$0	0	D	
Restricted Stock Units	(4)							(9)	(9)	Common Stock	69,061		69,061	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 are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- These units vest one-third on each of the first three anniversaries of the date of grant.

**Remarks:**

Patrick M. Sheller as attorney-in-fact for Antoinette McCorvey, 01/05/2012

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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