

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* <u>Samuels Eric</u> (Last) (First) (Middle) <u>343 STATE STREET</u> (Street) <u>ROCHSTER 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) <p style="text-align: center;">Controller</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		942 ⁽⁴⁾	A	\$0.65	22,100	D	
Common Stock	01/03/2012		F		342 ⁽¹⁾	D	\$0.65	21,758	D	
Common Stock	01/03/2012		M		1,601.4 ⁽⁵⁾	A	\$0.65	23,359.4	D	
Common Stock	01/03/2012		F		580.4 ⁽¹⁾	D	\$0.65	22,779	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
Options (right to buy)	\$2.64							(2)	06/16/2016	Common Stock	10,000	10,000	D		
Option (right to buy)	\$3.4							(2)	02/27/2018	Common Stock	36,585	36,585	D		
Restricted Stock Units	(3)	01/03/2012		M		942 ⁽⁴⁾		12/31/2011 ⁽⁶⁾	12/31/2011 ⁽⁶⁾	Common Stock	942	\$0	0	D	
Restricted Stock Units ⁽⁷⁾	(3)	01/03/2012		M		1,601.4 ⁽⁵⁾		12/31/2001 ⁽⁶⁾	12/31/2011 ⁽⁶⁾	Common Stock	1,601.4	\$0	0	D	
Restricted Stock Units	(3)							(8)	(8)	Common Stock	20,718	20,718	D		

Explanation of Responses:

- Payment of withholding taxes.
- 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.
- Vesting and distribution of shares of Restricted Stock Units.
- Vesting and distribution of shares of Leadership Stock 2009 Cycle.
- This is the date these restricted stock units will vest.
- 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 Eric Samuels 01/05/2012

** 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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