

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>Wilfong Diane E</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 _____ Officer (give title below) _____ Other (specify below) _____ Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2008</u>			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		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	ROCHESTER	NY	14650					
(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	12/31/2008		M		55.5636 ⁽¹⁾	A	\$6.43	9,939.5636 ⁽²⁾	D	
Common Stock	12/31/2008		F		19.5636 ⁽³⁾	D	\$6.43	9,920	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)	\$31.3							(5)	07/19/2009	Common Stock	1,840		1,840	D	
Option (right to buy)	\$31.3							(5)	03/29/2010	Common Stock	4,600		4,600	D	
Option (right to buy)	\$31.3							(5)	01/11/2011	Common Stock	5,933		5,933	D	
Option (right to buy)	\$31.3							(5)	11/15/2011	Common Stock	9,250		9,250	D	
Option (right to buy)	\$36.66							(5)	11/21/2012	Common Stock	9,250		9,250	D	
Option (right to buy)	\$30.42							(5)	02/06/2013	Common Stock	3,000		3,000	D	
Option (right to buy)	\$22.82							(6)	10/16/2013	Common Stock	5,000		5,000	D	
Option (right to buy) ⁽⁴⁾	\$25.88							(6)	12/11/2013	Common Stock	16,680		16,680	D	
Option (right to buy) ⁽⁴⁾	\$23.28							(6)	12/10/2014	Common Stock	18,330		18,330	D	
Option (right to buy) ⁽⁴⁾	\$7.41							(6)	12/08/2015	Common Stock	34,680		34,680	D	
Restricted Stock Units ⁽⁷⁾	(9)	12/31/2008		M		55.5636		12/31/2008 ⁽¹¹⁾	12/31/2008 ⁽¹¹⁾	Common Stock	55.5636	\$0	0	D	
Restricted Stock Units ⁽⁸⁾	(9)							12/31/2009 ⁽¹¹⁾	12/31/2009 ⁽¹¹⁾	Common Stock	4,125.6922		4,125.6922	D	
Restricted Stock Units ⁽¹⁰⁾	(9)							12/31/2011 ⁽¹¹⁾	12/31/2011 ⁽¹¹⁾	Common Stock	4,390		4,390	D	

Explanation of Responses:

- Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle
- Some of these shares are restricted.
- Payment of withholding taxes.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.

5. These options have vested.
6. These options vest one-third on each of the first three anniversaries of the date of grant.
7. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
8. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
9. These units convert on a one-for-one basis.
10. The effective date for these restricted stock units is January 1, 2009.
11. This is the date these restricted stock units will vest.

Remarks:

Laurence L. Hickey as attorney in
fact for Diane E. Wilfong

01/05/2009

** 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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