

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 <b>Faraci Philip J</b>  (Last) (First) (Middle)  343 STATE STREET  (Street) ROCHESTER NY 14650  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ EK ]</b>	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)  <b>Senior Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2009</b>	
	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	02/27/2009		F		607 <sup>(1)</sup>	D	\$3.29	35,347 <sup>(2)</sup>	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
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	52,500	52,500	D		
Option (right to buy)	\$26.46							(3)	05/11/2012	Common Stock	10,000	10,000	D		
Option (right to buy) <sup>(5)</sup>	\$24.75							(3)	12/06/2012	Common Stock	20,940	20,940	D		
Option (right to buy) <sup>(5)</sup>	\$25.01							(3)	01/31/2013	Common Stock	25,000	25,000	D		
Option (right to buy) <sup>(5)</sup>	\$32.5							(4)	12/05/2011	Common Stock	32,800	32,800	D		
Option (right to buy) <sup>(5)</sup>	\$25.88							(3)	12/11/2013	Common Stock	58,690	58,690	D		
Option (right to buy) <sup>(5)</sup>	\$23.28							(3)	12/10/2014	Common Stock	130,490	130,490	D		
Option (right to buy) <sup>(5)</sup>	\$7.41							(3)	12/08/2015	Common Stock	246,750	246,750	D		
Restricted Stock Units <sup>(6)</sup>	(7)								12/31/2009 <sup>(9)</sup>	12/31/2009 <sup>(9)</sup>	Common Stock	14,509.4602	14,509.4602	D	
Restricted Stock Units <sup>(8)</sup>	(7)								12/31/2011 <sup>(9)</sup>	12/31/2011 <sup>(9)</sup>	Common Stock	31,230	31,230	D	

**Explanation of Responses:**

1. Payment of withholding taxes.
2. Some of these shares are restricted.
3. These options vest one-third on each of the first three anniversaries of the grant date.
4. These options have vested.
5. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
6. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
7. These units convert on a one-for-one basis.
8. The effective date for these restricted stock units is January 1, 2009.
9. This is the date these restricted stock units will vest.

**Remarks:**

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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