

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) 343 STATE STREET (Street) ROCHSTER NY 14650 (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) 09/28/2009	
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								119	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					
Options (right to buy)	\$2.64							(1)	06/16/2016	Common Stock	10,000	10,000	D	
Restricted Stock Units	(2)								12/31/2011 ⁽³⁾	Common Stock	942	942	D	
Restricted Stock Units	(2)							(4)	(4)	Common Stock	12,605	12,605	D	
Restricted Stock Units ⁽⁵⁾	(2)								12/31/2009 ⁽³⁾	Common Stock	463.56	463.56	D	
Restricted Stock Units	(2)	09/28/2009		A		39,860		(6)	(6)	Common Stock	39,860	\$0	39,860	D

Explanation of Responses:

- 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.
- 50% vest on 9/16/2010, remaining 50% vest on 9/16/2011.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- These units vest 50% on both the 2nd and 4th anniversary of the grant date

Remarks:

Patrick M. Sheller, as attorney-in-fact for Eric Samuels 09/30/2009

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, Eric Samuels, hereby appoints each of Patrick M. Sheller, Susan M. Wylie and Joyce P. Haag, individually, his attorney in fact to:

(1) execute for the undersigned, in the undersigned's capacity as an officer of Eastman Kodak Company (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) execute for the undersigned, in the undersigned's capacity as an officer of the Company Form 144 in accordance with the Securities Exchange Act of 1934 and the rules thereunder;

(3) perform any and all acts for the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, or Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in his or her discretion.

The undersigned hereby grants to his attorney in fact full power and authority to do anything that is necessary or desirable in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of June, 2009.

/s/Eric Samuels

Sworn to before me this
2nd day of June, 2009
Donna M. Bellucco
Notary Public
No. 01BE6050178
Qualified in Monroe County
My Commission expires 10-30-2010

poweratt.doc

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