

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Edwards Douglas J</u>  (Last) (First) (Middle) 343 STATE STREET  (Street) ROCHESTER, NY 14650  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ EKDKQ ]</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) <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013	
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	02/28/2013		M		14,386 <sup>(5)</sup>	A	\$0.2	77,005	D	
Common Stock	02/28/2013		F		7,074 <sup>(6)</sup>	D	\$0.2	69,931	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)	\$22.82							(1)	10/16/2013	Common Stock	5,000	5,000	D		
Option (right to buy)	\$25.88							(1)	12/11/2013	Common Stock	4,350	4,350	D		
Option (right to buy)	\$23.28							(1)	12/10/2014	Common Stock	47,720	47,720	D		
Option (right to buy)	\$6.96							(1)	01/25/2016	Common Stock	60,810	60,810	D		
Option (right to buy)	\$4.29							(1)	04/13/2016	Common Stock	1,500	1,500	D		
Restricted Stock Units	(2)							(3)	(3)	Common Stock	56,613	56,613	D		
Restricted Stock Units	(2)	02/28/2013		M		14,386		(4)	(4)	Common Stock	14,386	\$0	14,391	D	

**Explanation of Responses:**

- These options have vested.
- These units convert on a one-to-one basis.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- These units vest on the next anniversary of the grant date.
- Vesting and distribution of shares of Restricted Stock Units.
- Payment of withholding taxes.

**Remarks:**

Susan M. Wylie as attorney-in-fact for Douglas Edwards 03/01/2013

\*\* 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.**