

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>PEREZ ANTONIO M</u> (Last) (First) (Middle) <u>343 STATE STREET</u> (Street) <u>ROCHESTER 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2008</u>	
	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								149,153 ⁽¹⁾	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)	\$30.96							(2)	04/01/2013	common stock	500,000		500,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	51,500		51,500	D	
Option (right to buy)	\$31.71							(3)	12/09/2011	Common Stock	90,130		90,130	D	
Option (right to buy)	\$26.47							(4)	05/31/2012	Common Stock	300,000		300,000	D	
Option (right to buy) ⁽⁵⁾	\$24.75							(4)	12/06/2012	Common Stock	135,000		135,000	D	
Option (right to buy) ⁽⁵⁾	\$25.88							(4)	12/11/2013	Common Stock	314,530		314,530	D	
Option (right to buy) ⁽⁵⁾	\$23.28							(4)	12/10/2014	Common Stock	397,460		397,460	D	
Option (right to buy) ⁽⁵⁾	\$7.41							(4)	12/08/2015	Common Stock	751,540		751,540	D	
Stock Units	(6)	12/12/2008		J ⁽¹⁰⁾	V	693.5		(7)	(7)	Common Stock	693.5	\$0	18,539.42	D	
Stock Units	(6)	12/12/2008		J ⁽¹⁰⁾	V	2,127.94		(7)	(7)	Common Stock	2,127.94	\$0	56,886.41	D	
Stock Units ⁽⁸⁾	(6)	12/12/2008		J ⁽¹⁰⁾	V	724.5804		(7)	(7)	Common Stock	724.5804	\$0	19,370.2903	D	
Restricted Stock Units ⁽⁹⁾	(6)	12/12/2008		J ⁽¹⁰⁾	V	2,950.0142		12/31/2009 ⁽¹²⁾	12/31/2009 ⁽¹²⁾	Common Stock	2,950.0142	\$0	77,762.3605	D	
Restricted Stock Units ⁽¹¹⁾	(6)							12/31/2011 ⁽¹²⁾	12/31/2011 ⁽¹²⁾	Common Stock	95,120		95,120	D	

Explanation of Responses:

- Some of these shares are restricted.
- Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units convert on a one-to-one basis.
- This date is not applicable to these units.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

9. These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.

10. These units were credited to the reporting person's account as dividend equivalents.

11. The effective date for these restricted stock units is January 1, 2009.

12. This is the date these restricted stock units will vest.

Remarks:

Laurence L. Hickey, as attorney-
in-fact for Antonio M. Perez

12/19/2008

** 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.