
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 12, 2008

Eastman Kodak Company

(Exact name of registrant as specified in its charter)

New Jersey

(State or Other Jurisdiction
of Incorporation)

1-87

(Commission
File Number)

16-0417150

(IRS Employer
Identification No.)

**343 State Street,
Rochester, New York 14650**

(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (585) 724-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Item 5.02 (b)

On December 12, 2008, Hector de J. Ruiz notified the Company in writing of his decision not to stand for re-election to the Board of Directors at the Company's Annual Meeting of Shareholders in 2009. Dr. Ruiz will continue to serve as a director of the Company until the 2009 Annual Meeting of Shareholders, which is currently expected to be held in May of 2009.

The press release issued by the Company on December 18, 2008 announcing Dr. Ruiz's decision is attached hereto as Exhibit (99.1).

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

(99.1) Press release issued by Eastman Kodak Company on December 18, 2008 relating to the departure of Hector de J. Ruiz.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EASTMAN KODAK COMPANY

By: /s/ Laurence L. Hickey

Laurence L. Hickey
Secretary

Date: December 18, 2008

EASTMAN KODAK COMPANY
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Exhibit No.

(99.1) Press release issued by Eastman Kodak Company on December 18, 2008 relating to the departure of Hector de J. Ruiz.

**Media Contact:**

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Kodak Announces Ruiz Will Not Seek Re-election to Board of Directors

ROCHESTER, N.Y., Dec. 18 — Eastman Kodak Company (NYSE:EK) today announced that Hector de J. Ruiz, PhD., has decided not to stand for re-election to its Board of Directors in 2009 because of time and travel commitments associated with his new position as chairman of The Foundry Company.

Dr. Ruiz is presently executive chairman of Advanced Micro Devices, Inc. and chairman of the company's board of directors. In October, AMD and the Advanced Technology Investment Company of Abu Dhabi announced the intention to create a new global enterprise, The Foundry Company, to address the growing global demand for independent, leading-edge semiconductor manufacturing. Upon the closing of the transaction, Dr. Ruiz will become chairman of The Foundry Company, relinquishing his roles at AMD.

Dr. Ruiz, 62, will continue to serve as a Director of Kodak until the company's 2009 annual meeting of shareholders, typically held in May. He informed the company of his decision on Dec. 12.

"Hector has made considerable contributions to the digital transformation of this company," said Antonio M. Perez, Kodak's Chairman and Chief Executive Officer. "He has brought to Kodak his deep knowledge of digital markets and technology evolution. We thank him for his exceptional service, and we look forward to continuing to benefit from his knowledge during the remainder of his term."

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About Kodak

As the world's foremost imaging innovator, Kodak helps consumers, businesses, and creative professionals unleash the power of pictures and printing to enrich their lives.

To learn more, visit <http://www.kodak.com> and follow our blogs and more at <http://www.kodak.com/go/followus>.

More than 70 million people worldwide manage, share and create photo gifts online at KODAK Gallery —join for free today at www.kodakgallery.com.

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