

**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* <b>Faraci Philip J</b>			2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [EKDKQ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/28/2012</b>			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		
<b>343 STATE STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>ROCHESTER NY 14650</b>								
(City) (State) (Zip)								

**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	09/28/2012		M		172,100 <sup>(5)</sup>	A	\$0.19	295,663	D	
Common Stock	02/28/2012		F		62,335 <sup>(1)</sup>	D	\$0.19	357,998	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) <sup>(3)</sup>	\$24.75							(2)	12/06/2012	Common Stock	20,940		20,940	D		
Option (right to buy) <sup>(3)</sup>	\$25.01							(2)	01/31/2013	Commons Stock	25,000		25,000	D		
Option (right to buy) <sup>(3)</sup>	\$25.88							(2)	12/11/2013	Common Stock	58,690		58,690	D		
Option (right to buy) <sup>(3)</sup>	\$23.28							(2)	12/10/2014	Common Stock	130,490		130,490	D		
Option (right to buy) <sup>(3)</sup>	\$7.41							(2)	12/08/2015	Common Stock	246,750		246,750	D		
Option (right to buy)	\$4.54								10/14/2013	10/13/2016	Common Stock	300,000		300,000	D	
Option (right to buy)	\$3.4							(2)	02/27/2018	Common Stock	231,707		231,707	D		
Restricted Stock Units	(4)	09/28/2012		M				(6)	(6)	Commons Stock	172,100	\$0	172,100	D		
Restricted Stock Units	(4)							(7)	(7)	Common Stock	87,482		87,482	D		

**Explanation of Responses:**

1. Payment of withholding taxes.
2. These options vest one-third on each of the first three anniversaries of the grant date.
3. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
4. These units convert on a one-for-one basis.
5. Vesting and distribution of shares of Restricted Stock Units.
6. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
7. These units vest one-third on each of the first three anniversaries of the date of grant.

**Remarks:**

Patrick M. Sheller, as attorney-in-fact for Philip J. Faraci 10/02/2012

\*\* 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.

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