

**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

<b>1. Name and Address of Reporting Person*</b> <u>BERMAN ROBERT L</u>  (Last) (First) (Middle) <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EASTMAN KODAK CO [ EK ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/09/2008</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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							18,226 <sup>(1)</sup>	D		
Common Stock							23.282	I	By Trustee of ESOP	

**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)	\$31.3							(2)	03/11/2009	common stock	256		256	D	
Option (right to buy)	\$31.3							(2)	03/31/2009	common stock	2,751		2,751	D	
Option (right to buy)	\$31.3							(2)	03/29/2010	common stock	4,934		4,934	D	
Option (right to buy)	\$31.3							(2)	01/11/2011	common stock	8,867		8,867	D	
Option (right to buy)	\$31.3							(2)	11/15/2011	common stock	13,300		13,300	D	
Option (right to buy)	\$31.3							(2)	08/25/2012	common stock	5,000		5,000	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	common stock	19,125		19,125	D	
Option (right to buy)	\$24.49							(2)	11/18/2010	common stock	5,810		5,810	D	
Option (right to buy)	\$31.71							(2)	12/09/2011	Common Stock	5,810		5,810	D	
Option (right to buy)	\$26.46							(4)	05/11/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	\$26.47							(4)	05/31/2012	Common Stock	32,083		32,083	D	
Option (right to buy) <sup>(3)</sup>	\$24.75							(4)	12/06/2012	Common Stock	15,500		15,500	D	
Option (right to buy) <sup>(3)</sup>	\$25.88							(4)	12/11/2013	Common Stock	44,080		44,080	D	
Option (right to buy) <sup>(3)</sup>	\$23.28							(4)	12/10/2014	Common Stock	53,270		53,270	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>	\$7.41	12/09/2008		A		100,740		(4)	12/08/2015	Common Stock	100,740	\$7.41	100,740	D		
Stock Units <sup>(9)</sup>	(6)	07/16/2008		J	V	58,979 <sup>(10)</sup>		(5)	(5)	Common Stock	58,979	\$0	3,345,252	D		
Restricted Stock Units <sup>(8)</sup>	(6)	07/16/2008		J	V	4,233 <sup>(10)</sup>			12/31/2008 <sup>(11)</sup>	12/31/2008 <sup>(11)</sup>	Common Stock	4,233	\$0	237,233	D	
Restricted Stock Units	(6)	07/16/2008		J	V	187,418 <sup>(10)</sup>			12/31/2009 <sup>(11)</sup>	12/31/2009 <sup>(11)</sup>	Common Stock	187,418	\$0	10,480,418	D	
Restricted Stock Units	(6)	12/09/2008 <sup>(7)</sup>		A		12,750			12/31/2011 <sup>(11)</sup>	12/31/2011 <sup>(11)</sup>	Common Stock	12,750	\$0	12,750	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- These options have vested.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- Not Applicable
- These units convert on a one-for-one basis.
- The effective date for these RSUs is January 1, 2009.
- These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- These units were credited to the reporting person's account as dividend equivalents.
- This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney-  
in-fact for Robert L. Berman      12/10/2008

\*\* 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.

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