SEC Form 4

FORM 4

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

| 1. Name and Address of Reporting Person*

 BERMAN ROBERT L

 (Last) (First) (Middle)

 343 STATE STREET
 (Street)

 ROCHESTER NY 14650

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 EASTMAN KODAK CO [EK]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2011

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director ___ 10% Owner
 X Officer (give title below) ___ Other (specify below)
 Senior Vice President

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 ___ 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								23,948[1]	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]	11/15/2011	common stock	13,300		13,300	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)	$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)[3]	$24.75							[4]	12/06/2012	Common Stock	15,500		15,500	D	
Option (right to buy)[3]	$25.88							[4]	12/11/2013	Common Stock	44,080		44,080	D	
Option (right to buy)[3]	$23.28							[4]	12/10/2014	Common Stock	53,270		53,270	D	
Option (right to buy)[3]	$7.41							[4]	12/08/2015	Common Stock	100,740		100,740	D	
Option (right to buy)	$3.4	02/28/2011		A		94,634		[4]	02/27/2018	Common Stock	94,634	$3.4	94,643	D	
Stock Units[8]	[6]							[5]	[5]	Common Stock	3,475.802		3,475.802	D	
Restricted Stock Units[7]	[6]							12/31/2011[9]	12/31/2011[9]	Common Stock	12,750		12,750	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				
Restricted Stock Units	(6)							(10)	(10)	Common Stock	140,580		140,580	D	
Restricted Stock Units[11]	(6)							12/31/2011[9]	12/31/2011[9]	Common Stock	21,675		21,675	D	
Restricted Stock Units	(6)	02/28/2011		A		53,591		(12)	(12)	Common Stock	53,591	$0	53,591	D	

Explanation of Responses:

1. Some of these shares are restricted.

2. These options have vested.

3. Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

4. These options vest one-third on each of the first three anniversaries of the date of grant.

5. Not Applicable

6. These units convert on a one-for-one basis.

7. The effective date for these RSUs is January 1, 2009.

8. These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

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

10. These units vest 50% on both the 3rd and 4th anniversary of the grant date.

11. These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.

12. 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 Robert L. Berman	03/02/2011
** 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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