

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* <u>Quatela Laura</u> | | | 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) Senior Vice President | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2011</u> | | | 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 | | |
| <u>343 STATE STREET</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | <u>ROCHESTER NY</u> | <u>14650</u> | | | | | | |
| (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 | | | | | | | | 19,348 | 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) | \$31.3 | | | | | | | (1) | 11/15/2011 | Common Stock | 2,350 | | 2,350 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (1) | 11/21/2012 | Common Stock | 4,000 | | 4,000 | D | |
| Option (right to buy) | \$24.59 | | | | | | | (1) | 01/19/2013 | Common Stock | 8,000 | | 8,000 | D | |
| Option (right to buy) | \$21.93 | | | | | | | (1) | 07/17/2013 | Common Stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$25.88 | | | | | | | (1) | 12/11/2013 | Common Stock | 1,740 | | 1,740 | D | |
| Option (right to buy) | \$23.28 | | | | | | | (1) | 12/10/2014 | Common Stock | 4,945 | | 4,945 | D | |
| Option (right to buy) | \$7.41 | | | | | | | (2) | 12/08/2015 | Common Stock | 18,585 | | 18,585 | D | |
| Option (right to buy) | \$5.22 | 01/24/2011 | | A | | 15,000 | | (2) | 01/23/2018 | Common Stock | 15,000 | \$5.22 | 15,000 | D | |
| Restricted Stock Units | (3) | | | | | | | | 09/16/2011 ⁽⁴⁾ | 09/16/2011 ⁽⁴⁾ | Common Stock | 10,732.14 | 10,732.14 | D | |
| Restricted Stock Units | (3) | | | | | | | | 12/31/2011 ⁽⁴⁾ | 12/31/2011 ⁽⁴⁾ | Common Stock | 2,127 | 2,127 | D | |
| Restricted Stock Units | (3) | | | | | | | (5) | (5) | Common Stock | 65,217 | | 65,217 | D | |
| Restricted Stock Units | (3) | | | | | | | (6) | (6) | Common Stock | 37,983 | | 37,983 | D | |
| Restricted Stock Units | (3) | | | | | | | | 12/31/2011 ⁽⁴⁾ | 12/31/2011 ⁽⁴⁾ | Common Stock | 3,615 | 3,615 | D | |

Explanation of Responses:

- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-to-one basis.

4. This is the date these restricted stock units will vest.
5. These units vest 50% on both the 3rd and 4th anniversary of the grant date.
6. These units vest 50% on both the 2nd and 3rd anniversary of the grant date.

Remarks:

Patrick M. Sheller as Attorney-
in-fact for Laura Quatela 01/27/2011

** 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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