

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Taber Terry R</u>  (Last) (First) (Middle) 343 STATE STREET  (Street) ROCHESTER NY 14650  (City) (State) (Zip)	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)  Director 10% Owner Officer (give title below) Other (specify below)  Chief Technical Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/03/2012		M		6,074.62 <sup>(6)</sup>	A	\$0.65	14,108.62 <sup>(1)</sup>	D	
Common Stock	01/03/2012		F		2,112.62 <sup>(2)</sup>	D	\$0.65	11,996	D	
Common Stock	01/03/2012		M		10,326.8573 <sup>(7)</sup>	A	\$0.65	22,322.8573	D	
Common Stock	01/03/2012		F		3,590.8573 <sup>(2)</sup>	D	\$0.65	18,732	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)	\$36.66							(3)	11/21/2012	Common Stock	14,700		14,700	D		
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	48,700		48,700	D		
Option (right to buy)	\$7.41							(3)	12/08/2015	Common Stock	10,000		10,000	D		
Option (right to buy)	\$5.05							(3)	12/12/2017	Common Stock	15,000		15,000	D		
Option (right to buy)	\$3.4							(3)	02/27/2018	Common Stock	53,049		53,049	D		
Restricted Stock Units <sup>(4)</sup>	(5)	01/03/2012		M		6,074.62 <sup>(6)</sup>			12/31/2011 <sup>(8)</sup>	12/31/2011 <sup>(8)</sup>	Common Stock	6,074.62	\$0	0	D	
Restricted Stock Units	(5)								(10)	(10)	Common Stock	67,930		67,930	D	
Restricted Stock Units <sup>(11)</sup>	(5)	01/03/2012		M		10,326.8573 <sup>(7)</sup>			12/31/2011 <sup>(8)</sup>	12/31/2011 <sup>(8)</sup>	Common Stock	10,326.8573 <sup>(9)</sup>	\$0	0	D	
Restricted Stock Units	(5)								(12)	(12)	Common Stock	30,041		30,041	D	

**Explanation of Responses:**

- These shares are held in a joint account with spouse.
- Payment of withholding taxes.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- The effective date for these restricted stock units is January 1, 2009.
- These units convert on a one-to-one basis.
- Vesting and distribution of shares of Restricted Stock Units.
- Vesting and distribution of shares of Leadership Stock 2009 Cycle.
- This is the date these restricted stock units will vest.
- On November 20, 2010, 151,9427 units were deducted to pay year-end FICA.
- These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- 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 Terry R. Taber 01/05/2012

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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