

Taber Terry R
Form 4
January 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Taber Terry R

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
343 STATE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technical Officer

ROCHESTER, NY 14650

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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	01/03/2012		M		6,074.62 ⁽⁶⁾	A	\$ 0.65
Common Stock	01/03/2012		F		2,112.62 ⁽²⁾	D	\$ 0.65
Common Stock	01/03/2012		M		10,326.8573 ⁽⁷⁾	A	\$ 0.65
Common Stock	01/03/2012		F		3,590.8573 ⁽²⁾	D	\$ 0.65

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 36.66					<u>(3)</u> 11/21/2012	Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u> 12/08/2015	Common Stock
Option (right to buy)	\$ 7.41					<u>(3)</u> 12/08/2015	Common Stock
Option (right to buy)	\$ 5.05					<u>(3)</u> 12/12/2017	Common Stock
Option (right to buy)	\$ 3.4					<u>(3)</u> 02/27/2018	Common Stock
Restricted Stock Units ⁽⁴⁾	<u>(5)</u>	01/03/2012		M	6,074.62 <u>(6)</u>	12/31/2011 ⁽⁸⁾ 12/31/2011 ⁽⁸⁾	Common Stock
Restricted Stock Units	<u>(5)</u>					<u>(10)</u> <u>(10)</u>	Common Stock
Restricted Stock Units ⁽¹¹⁾	<u>(5)</u>	01/03/2012		M	10,326.8573 <u>(7)</u>	12/31/2011 ⁽⁸⁾ 12/31/2011 ⁽⁸⁾	Common Stock
Restricted Stock Units	<u>(5)</u>					<u>(12)</u> <u>(12)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taber Terry R 343 STATE STREET ROCHESTER, NY 14650			Chief Technical Officer	

Signatures

Patrick M. Sheller, as attorney-in-fact for Terry R. Taber	01/05/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) These shares are held in a joint account with spouse.
- (2) Payment of withholding taxes.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) The effective date for these restricted stock units is January 1, 2009.
- (5) These units convert on a one-to-one basis.
- (6) Vesting and distribution of shares of Restricted Stock Units.
- (7) Vesting and distribution of shares of Leadership Stock 2009 Cycle.
- (8) This is the date these restricted stock units will vest.
- (9) On November 20, 2010, 151.9427 units were deducted to pay year-end FICA.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.