

EASTMAN KODAK CO
 Form 4
 July 02, 2008

FORM 4

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

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).

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 *
RUIZ HECTOR

(Last) (First) (Middle)

**EASTMAN KODAK
 COMPANY, 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)
07/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 07/01/2008 | | A | (A) or (D) V Amount Price 2,474 (1) A \$ 14.15 | 29,506 (3) | D | |
| Common Stock | 07/01/2008 | | A | (A) or (D) V Amount Price 353 (2) A \$ 14.15 | 29,859 (3) | D | |

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

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 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽⁴⁾ | \$ 38.7813 | | | | | ⁽⁵⁾ | 01/01/2011 | Common Stock | 2,000 |
| Option (right to buy) ⁽⁴⁾ | \$ 29.1 | | | | | ⁽⁵⁾ | 01/01/2012 | Common Stock | 2,000 |
| Option (right to buy) ⁽⁴⁾ | \$ 36.66 | | | | | ⁽⁵⁾ | 11/21/2012 | Common Stock | 2,000 |
| Option (right to buy) ⁽⁴⁾ | \$ 24.49 | | | | | ⁽⁵⁾ | 11/18/2013 | Common Stock | 2,000 |
| Option (right to buy) ⁽⁴⁾ | \$ 31.71 | | | | | ⁽⁵⁾ | 12/09/2014 | Common Stock | 1,500 |
| Option (right to buy) ⁽⁶⁾ | \$ 24.75 | | | | | ⁽⁵⁾ | 12/06/2012 | Common Stock | 1,500 |
| Option (right to buy) ⁽⁶⁾ | \$ 25.88 | | | | | ⁽⁵⁾ | 12/11/2013 | Common Stock | 1,500 |
| Option (right to buy) ⁽⁶⁾ | \$ 23.28 | | | | | ⁽⁵⁾ | 12/10/2014 | Common Stock | 9,620 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUIZ HECTOR
EASTMAN KODAK COMPANY X
343 STATE STREET
ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Hector de J. Ruiz 07/02/2008

__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) Grant of shares in partial payment of annual retainer.
- (2) Grant of shares in partial payment of chair retainer.
- (3) Some of these shares are restricted.
- (4) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (5) These options vest one year after the date of grant.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.

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.