

Lloyd William J
 Form 4
 December 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Lloyd William J

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)
 12/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

ROCHESTER, NY 14650
 (City) (State) (Zip)

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

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				(A) or (D) Price	15,305 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 24.49							<u>(2)</u>	11/18/2010	Common Stock
Option (right to buy)	\$ 31.74							<u>(2)</u>	12/08/2011	Common Stock
Option (right to buy)	\$ 31.17							<u>(2)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.46							<u>(3)</u>	05/11/2012	Common Stock
Option (right to buy)	\$ 26.47							<u>(3)</u>	05/31/2012	Common Stock
Option (right to buy) <u>(4)</u>	\$ 24.75							<u>(3)</u>	12/06/2012	Common Stock
Option (right to buy) <u>(4)</u>	\$ 25.88							<u>(3)</u>	12/11/2013	Common Stock
Option (right to buy) <u>(4)</u>	\$ 23.28							<u>(3)</u>	12/10/2014	Common Stock
Restricted Stock Units <u>(5)</u>	<u>(7)</u>	07/16/2008		J <u>(8)</u>	V	3.3867		12/31/2008 <u>(9)</u>	12/31/2008 <u>(9)</u>	Common Stock
Restricted Stock Units <u>(5)</u>	<u>(7)</u>	12/12/2008		J <u>(8)</u>	V	7.4685		12/31/2008 <u>(9)</u>	12/31/2008 <u>(9)</u>	Common Stock
Restricted Stock Units <u>(6)</u>	<u>(7)</u>	07/16/2008		J <u>(8)</u>	V	181.0379		12/31/2009 <u>(9)</u>	12/31/2009 <u>(9)</u>	Common Stock
Restricted Stock Units <u>(6)</u>	<u>(7)</u>	12/12/2008		J <u>(8)</u>	V	399.1972		12/31/2009 <u>(9)</u>	12/31/2009 <u>(9)</u>	Common Stock

