

EASTMAN KODAK CO  
Form 4  
January 05, 2009

**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 \*  
BERMAN ROBERT L

(Last) (First) (Middle)  
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)  
12/31/2008

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)  
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/31/2008                           |  | M                              |   | 246.0682<br>(1)   | A  | \$ 6.43<br>(2)  |
| Common Stock                    | 12/31/2008                           |  | F                              |   | 84.0682<br>(3)  | D  | \$ 6.43   |
| Common Stock                    |                                      |  |                                |   |   |  | 23.282  |
|                                 |                                      |  |                                |   |   | I  | By Trustee of ESOP                                    |

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

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displays a currently valid OMB control number.

**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)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 03/11/2009                               | common stock |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 03/31/2009                               | common stock |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 03/29/2010                               | common stock |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 01/11/2011                               | common stock |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 11/15/2011                               | common stock |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | (4)  | 08/25/2012                               | common stock |
| Option (right to buy)                      | \$ 36.66   |                                      |  |                                |   | (4)  | 11/21/2012                               | common stock |
| Option (right to buy)                      | \$ 24.49   |                                      |  |                                |   | (4)  | 11/18/2010                               | common stock |
| Option (right to buy)                      | \$ 31.71   |                                      |  |                                |   | (4)  | 12/09/2011                               | Common Stock |
| Option (right to buy)                      | \$ 26.46   |                                      |  |                                |   | (6)  | 05/11/2012                               | Common Stock |
|  | \$ 26.47   |                                      |  |                                |   | (6)  | 05/31/2012                               |              |

|  |                |            |   |          |                            |                |                            |                 |
|--|----------------|------------|---|----------|----------------------------|----------------|----------------------------|-----------------|
| Option<br>(right to<br>buy)                  |                |            |   |          |                            |                |                            | Common<br>Stock |
| Option<br>(right to<br>buy) <sup>(5)</sup>   | \$ 24.75       |            |   |          |                            | <sup>(6)</sup> | 12/06/2012                 | Common<br>Stock |
| Option<br>(right to<br>buy) <sup>(5)</sup>   | \$ 25.88       |            |   |          |                            | <sup>(6)</sup> | 12/11/2013                 | Common<br>Stock |
| Option<br>(right to<br>buy) <sup>(5)</sup>   | \$ 23.28       |            |   |          |                            | <sup>(6)</sup> | 12/10/2014                 | Common<br>Stock |
| Option<br>(right to<br>buy) <sup>(5)</sup>   | \$ 7.41        |            |   |          |                            | <sup>(6)</sup> | 12/08/2015                 | Common<br>Stock |
| Stock<br>Units <sup>(11)</sup>               | <sup>(8)</sup> |            |   |          |                            | <sup>(7)</sup> | <sup>(7)</sup>             | Common<br>Stock |
| Restricted<br>Stock<br>Units <sup>(10)</sup> | <sup>(8)</sup> | 12/31/2008 | M | 246.0682 | 12/31/2008 <sup>(13)</sup> |                | 12/31/2008 <sup>(13)</sup> | Common<br>Stock |
| Restricted<br>Stock<br>Units <sup>(12)</sup> | <sup>(8)</sup> |            |   |          | 12/31/2009 <sup>(13)</sup> |                | 12/31/2009 <sup>(13)</sup> | Common<br>Stock |
| Restricted<br>Stock<br>Units <sup>(9)</sup>  | <sup>(8)</sup> |            |   |          | 12/31/2011 <sup>(13)</sup> |                | 12/31/2011 <sup>(13)</sup> | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BERMAN ROBERT L<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

## Signatures

|  |            |
|--|------------|
| Laurence L. Hickey, as attorney-in-fact for Robert L. Berman | 01/05/2009 |
| <sup>(9)</sup> 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) Vesting and distribution of shares of Leadership Stock 2006-2007 Cycle

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- (2) Some of these shares are restricted.
- (3) Payment of withholding taxes.
- (4) These options have vested.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) Not Applicable
- (8) These units convert on a one-for-one basis.
- (9) The effective date for these RSUs is January 1, 2009.
- (10) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (11) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (12) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (13) This is the date these restricted stock units will vest.

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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