

Taber Terry R  
Form 4  
December 15, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Taber Terry R

(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)  
12/13/2010

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)  
Chief Technical Officer

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	8,034 <sup>(1)</sup>	D	

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)**

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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 Amount of Underlying Security (Instr. 3 and 4)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num Sha
Option (right to buy)	\$ 31.3					(2) 03/29/2010	Common Stock	4	
Option (right to buy)	\$ 31.3					(2) 01/11/2011	Common Stock	5	
Option (right to buy)	\$ 31.3					(2) 01/15/2011	Common Stock	6	
Option (right to buy)	\$ 36.66					(2) 11/21/2012	Common Stock	1	
Option (right to buy)	\$ 7.41					(2) 12/08/2015	Common Stock	4	
Option (right to buy)	\$ 7.41					(2) 12/08/2015	Common Stock	1	
Option (right to buy)	\$ 5.05	12/13/2010		A	15,000	(2) 12/12/2017	Common Stock	1	
Restricted Stock Units (3)	(4)					12/31/2011(5)	12/31/2011(5)	Common Stock	6
Restricted Stock Units	(4)					(7)	(7)	Common Stock	6
Restricted Stock Units (8)	(4)					12/31/2001(5)	12/31/2011(5)	Common Stock	10

## 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

12/15/2010

  \*\*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) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) The effective date for these restricted stock units is January 1, 2009.
- (4) These units convert on a one-to-one basis.
- (5) This is the date these restricted stock units will vest.
- (6) On November 30, 2009, 89.38 units were deducted to pay year-end FICA.
- (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (8) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.

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.