

EASTMAN KODAK CO
 Form 4
 February 29, 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 *
 Hellyar Mary Jane

(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)
 02/27/2008

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)
 Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/27/2008 | | F | V Amount (A) or (D) Price 702 ⁽¹⁾ D \$ 18.18 | 37,481 ⁽²⁾ | D | |
| Common Stock | | | | | 23.6967 | I | by Trustee of ESOP |
| Common Stock | | | | | 24.6591 | I | by Trustee in Spouse's KESOP |

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

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SEC 1474 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | \$ 31.2 | | | | | (3) | 03/12/2008 | Common Stock | 95 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/31/2008 | Common Stock | 3,000 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 04/01/2008 | Common Stock | 3,750 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/11/2009 | Common Stock | 273 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/31/2009 | Common Stock | 3,750 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 05/02/2010 | Common Stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/29/2009 | Common Stock | 8,000 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 01/11/2011 | Common Stock | 6,333 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 11/15/2011 | Common Stock | 13,800 |

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| | | | | | |
|---|------------|-----|---------------------------|--|--------|
| Option (right to buy) | \$ 36.66 | (4) | 11/21/2012 | Common Stock | 16,830 |
| Option (right to buy) | \$ 24.49 | (4) | 11/18/2010 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.71 | (4) | 12/09/2011 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.52 | (4) | 01/16/2012 | Common Stock | 10,000 |
| Option (right to buy) | \$ 26.47 | (4) | 05/31/2012 | Common Stock | 50,000 |
| Option (right to buy) ⁽⁵⁾ | \$ 24.75 | (4) | 12/06/2012 | Common Stock | 16,750 |
| Option (right to buy) ⁽⁵⁾ | \$ 25.88 | (4) | 12/11/2013 | Common Stock | 58,690 |
| Option (right to buy) ⁽⁵⁾ | \$ 28.44 | (4) | 10/15/2014 | Common Stock | 20,000 |
| Option (right to buy) ⁽⁵⁾ | \$ 23.28 | (4) | 12/10/2014 | Common Stock | 69,920 |
| Restricted Stock Units ⁽⁶⁾ | <u>(7)</u> | | 12/31/2009 ⁽⁸⁾ | 12/31/2009 ⁽⁸⁾ Common Stock | 13,709 |
| Option (right to buy) | \$ 31.3 | (3) | 04/01/2008 | Common Stock | 67 |
| Option (right to buy) | \$ 31.3 | (3) | 03/12/2010 | Common Stock | 67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellyar Mary Jane 343 STATE STREET | | | Executive Vice President | |

ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar

02/29/2008

__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) Payment of withholding taxes.
- (2) Some of these shares are restricted.
- (3) These options have vested.
- (4) These options vest one-third on each of the first three anniversaries of the grant date.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (7) These units convert on a one-for-one basis.
- (8) 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. 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.