

Wilfong Diane E  
 Form 4  
 December 10, 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 \*  
 Wilfong Diane E

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)  
 12/09/2008

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

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)
				(A) or (D) Price			
Common Stock					9,884 <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	Nu Sha
Option (right to buy)	\$ 31.3					<u>(3)</u>	07/19/2009	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/29/2010	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u>	01/11/2011	Common Stock	
Option (right to buy)	\$ 31.3					<u>(3)</u>	11/15/2011	Common Stock	
Option (right to buy)	\$ 36.66					<u>(3)</u>	11/21/2012	Common Stock	
Option (right to buy)	\$ 30.42					<u>(3)</u>	02/06/2013	Common Stock	
Option (right to buy)	\$ 22.82					<u>(4)</u>	10/16/2013	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 25.88					<u>(4)</u>	12/11/2013	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 23.28					<u>(4)</u>	12/10/2014	Common Stock	
Option (right to buy) <u>(2)</u>	\$ 7.41	12/09/2008		A	34,680	<u>(4)</u>	12/08/2015	Common Stock	
Restricted Stock Units <u>(5)</u>	<u>(7)</u>					12/31/2008 <sup>(9)</sup>	12/31/2008 <sup>(9)</sup>	Common Stock	5
Restricted Stock	<u>(7)</u>					12/31/2009 <sup>(9)</sup>	12/31/2009 <sup>(9)</sup>	Common Stock	3,

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Units	(6)							
Restricted Stock Units	(7)	12/09/2008(8)	A	4,390	12/31/2011(9)	12/31/2011(9)	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilfong Diane E 343 STATE STREET ROCHESTER, NY 14650			Controller	

## Signatures

Laurence L. Hickey as attorney in fact for Diane E. Wilfong	12/10/2008
<u>    </u> 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) Some of these shares are restricted.
- (2) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (3) These options have vested.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2006-2007 Cycle.
- (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) The effective date for these restricted stock units is January 1, 2009.
- (9) 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.