

Kruchten Brad
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Kruchten Brad

(Last) (First) (Middle)
343 STATESTREET
(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)
09/28/2012

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/28/2012		M	62,680 (4) A \$ 0.19	82,371	D	
Common Stock	09/28/2012		F	22,703 (1) D \$ 0.19	59,668	D	
Common Stock					26,6195	I	By Trustee in ESOP
Common Stock	09/28/2012		M	34,964 (4) A \$ 0.19	45,916	I	By Spouse
Common Stock	09/28/2012		F	12,664 (1) D \$ 0.19	33,252	I	By Spouse

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Common Stock	26.6195	I	Spouse by trustee in spouse's ESOP
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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)

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)	\$ 36.66					(2) 11/21/2012	Common Stock 11,875
Option (right to buy)	\$ 24.75					(2) 12/06/2012	Common Stock 4,800
Option (right to buy)	\$ 25.88					(2) 12/11/2013	Common Stock 13,110
Option (right to buy)	\$ 23.28					(2) 12/10/2014	Common Stock 34,740
Option (right to buy)	\$ 7.41					(2) 12/08/2015	Common Stock 75,540
Option (right to buy)	\$ 2.87					(2) 07/12/2016	Common Stock 15,000
Option (right to buy)	\$ 3.4					(3) 02/27/2018	Common Stock 84,390
	(5)	09/28/2012		M		(6) (6)	62,680

Restrict Stock Units				62,680 <u>(4)</u>			Common Stock		
Restricted Stock Units	(5)				(7)	(7)	Common Stock	31,862	
Option (right to buy)	\$ 36.66				(2)	11/21/2012	Common Stock	5,500	
Option (right to buy)	\$ 23.99				(2)	04/16/2014	Common Stock	5,000	
Option (right to buy)	\$ 23.28				(2)	12/10/2014	Common Stock	14,370	
Option (right to buy)	\$ 7.41				(2)	12/08/2015	Common Stock	50,130	
Restrict Stock Units	(5)	09/28/2012		M	34,964 <u>(4)</u>	(6)	(6)	Common Stock	36,964
Restricted Stock Units	(5)					(7)	(7)	Common Stock	17,773

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kruchten Brad 343 STATESTREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Susan M. Wylie as attorney-in-fact for Brad Kruchten	10/02/2012
**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) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.

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- (4) Vesting and distribution of shares of Restricted Stock Units.
- (5) These units convert on a one-to-one basis.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (7) These units vest on the next two anniversaries of the date of grant.

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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