

King Scott V.  
Form 4  
November 04, 2010

**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 \*  
King Scott V.

2. Issuer Name and Ticker or Trading Symbol  
EASTMAN CHEMICAL CO [EMN]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
100 NORTH EASTMAN ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Controller & CAO

KINGSPORT, TN 37660

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

(City) (State) (Zip)

**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                    | 11/02/2010                           |  | M                              | 2,467 A \$ 53.51  | 3,465   | D  |                                   |
| Common Stock                    | 11/02/2010                           |  | M                              | 3,733 A \$ 36.6   | 7,198   | D  |                                   |
| Common Stock                    | 11/02/2010                           |  | S                              | 6,200 D \$ 79.68 (1)  | 998   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 908 (2)   | I  | By 401(k)                         |
| Common Stock                    |                                      |  |                                |   | 18  | I  | By 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy)       | \$ 79.68   | 11/02/2010                           |  | A                              | 5,500   | 11/02/2011 <sup>(3)</sup> 11/01/2020                     | Common Stock 5,   |
| Employee Stock Option (Right to Buy)       | \$ 53.51   | 11/02/2010                           |  | M                              | 2,467   | 11/01/2008 10/31/2015                                    | Common Stock 2,   |
| Employee Stock Option (Right to Buy)       | \$ 36.6  | 11/02/2010                           |  | M                              | 3,733   | 10/28/2010 10/27/2018                                    | Common Stock 3,   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| King Scott V.<br>100 NORTH EASTMAN ROAD<br>KINGSPORT, TN 37660 |               |           | VP, Controller & CAO |       |

## Signatures

Brian L. Henry, by Power of Attorney  
11/04/2010

\_\_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) Includes 31 shares acquired since February 19, 2010 resulting from company and employee payroll contributions and automatic reinvestment of dividends.
- (2) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various market prices per share ranging from \$79.60 to \$79.76.
- (3) One-third of the option becomes exercisable on November 2, 2011, November 2, 2012, and November 2, 2013, respectively.

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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