

Samuels Eric  
 Form 4  
 September 20, 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 \*  
 Samuels Eric

(Last) (First) (Middle)  
 343 STATE STREET  
 (Street)

ROCHSTER, 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)  
 09/16/2010

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)  
 Controller

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/16/2010		M		6,302.08 (4)	\$ 3.9	D
Common Stock	09/16/2010		F		2,283.08 (1)	\$ 3.9	D

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

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 (9-02)



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- (3) These units convert on a one-to-one basis.
- (4) Vesting and distribution Restricted Stock Units
- (5) These units vest 50% on both the 2nd and 4th anniversary of the grant date
- (6) This is the date these restricted stock units will vest.
- (7) 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.

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