

Kruchten Brad
Form 4
October 02, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (4) 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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(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

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Restrict Stock Units				62,680 (4)			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 (4)	(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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