

EASTMAN CHEMICAL CO
Form 4
August 06, 2013

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 *
Lindsay Ronald Carter

(Last) (First) (Middle)
200 S. WILCOX DRIVE
(Street)

KINGSPORT, TN 37660

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2013

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)
Exec. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/02/2013 | | S | | 25,399 | D | \$ 81.6 (1) |
| Common Stock | 08/02/2013 | | M | | 40,000 | A | \$ 30.46 |
| Common Stock | 08/02/2013 | | S | | 37,288 | D | \$ 81.47 (4) |
| Common Stock | 08/02/2013 | | S | | 2,712 | D | \$ 81.97 (5) |
| | | | | | | | 27,500 (6) |
| | | | | | | I | By GRAT |

Common
Stock

| | | | |
|-----------------|--------------------|---|-------------------|
| Common Stock | 933 | I | By ESOP |
| Common Stock | 469 ⁽⁷⁾ | I | By 401(k) Plan |

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 |
| Employee Stock Option (Right to Buy) | \$ 30.46 ⁽⁸⁾ | 08/02/2013 | | M | 40,000 ⁽⁸⁾ | 10/31/2009 10/30/2016 | Common Stock 40,000 ⁽⁸⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lindsay Ronald Carter 200 S. WILCOX DRIVE KINGSPORT, TN 37660 | | | Exec. Vice President | |

Signatures

Brian L. Henry, by Power of
Attorney 08/06/2013

^{__}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) Average weighted sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various prices per share ranging from \$81.53 to \$81.77.
- (2) Includes 5 shares acquired since February 22, 2013 resulting from automatic reinvestment of dividends.
- (3) Excludes 27,500 shares reported as directly beneficially owned in the reporting person's February 22, 2013 Form 4 filing which were subsequently contributed to a grantor retained annuity trust ("GRAT").
- (4) Average weighted sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various prices per share ranging from \$80.93 to \$81.92.
- (5) Average weighted sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various prices per share ranging from \$81.93 to \$81.99.
- (6) Shares reported as directly beneficially owned in the reporting person's February 22, 2013 Form 4 filing which were subsequently contributed to a GRAT.
- (7) Includes 2 shares acquired since February 22, 2013 resulting from automatic reinvestment of dividends.
- (8) The option exercise price was halved and the number of shares underlying the option was doubled in the October 3, 2011 2-for-1 stock split by dividend of the common stock.

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.