

EASTMAN CHEMICAL CO

Form 8-K

December 11, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported):  
December 5, 2007**

**EASTMAN CHEMICAL COMPANY**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-12626**  
(Commission File  
Number)

**62-1539359**  
(IRS Employer  
Identification No.)

**200 South Wilcox Drive, Kingsport,  
TN**  
(Address of Principal Executive  
Offices)

**37660**  
(Zip Code)

**(423) 229-2000**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EASTMAN CHEMICAL  
COMPANY - EMN

December 5, 2007

### **Item 5.02 (e) Compensatory Arrangements of Certain Officers**

On December 5, 2007 the Compensation and Management Development Committee (the "Compensation Committee") of the Board of Directors of Eastman Chemical Company ("Eastman" or "the Company") approved Unit Performance Plan ("UPP") performance measures and goals, specific target objectives with respect to such performance goals, the method for computing the amount of the UPP award allocated to the award pool if the performance goals are attained, and the eligibility criteria for employee participation in the UPP, for the 2008 performance year.

The UPP is on file with the Securities and Exchange Commission as Exhibit 10.09 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, and is available through the "Investors - SEC Filings" section of the Company's Internet website ([www.eastman.com](http://www.eastman.com)) and the SEC's Internet site at <http://www.sec.gov>.

#### Unit Performance Plan

The UPP is the Company's short-term incentive compensation vehicle for executive officers and other management-level employees. The UPP is designed to provide incentive by delivering a portion of cash compensation according to corporate performance and the attainment of individual objectives and expectations. The amount of target compensation that is made variable under the UPP ranges from 15% of base pay for managers to 100% of base pay for the Chief Executive Officer. An award pool is generated for the Company, equal to the aggregate of the UPP payouts for each participant at target levels, multiplied by a "performance factor" determined by corporate performance compared to the pre-set performance goal. The performance factor can range from 0% if threshold Company performance goals are not met to 200% for specified above-goal corporate performance. The Compensation Committee may, in its discretion, adjust the award pool to reflect overall corporate performance and business and financial conditions.

The CEO, in consultation with executive officers responsible for major organizations, determines the allocation of the Company award pool to organizations within the Company based on his assessment of the performance of the organizations relative to objectives established at the beginning of the performance year. Once each organization's award pool is determined, management within each organization (or in the case of the Chief Executive Officer, the Compensation Committee) allocates the organization's portion of the Company award pool for individual payouts, based upon individual and organizational performance against objectives and expectations established at the beginning of the performance year. An actual individual award could exceed an individual's target award, based on the manager's assessment of individual and organizational performance, but the sum of all individual awards within an organization cannot exceed the amount of the organization's allocated portion of the total Company award pool without specific approval by the Compensation Committee.

#### 2008 UPP Measures and Participant Eligibility

As established by the Compensation Committee, for 2008 the performance measure for the UPP will be earnings from operations ("EFO"). The Compensation Committee approved specific EFO targets and corresponding performance factors for the Company. The target level for 2008 EFO corresponds to the Company's EFO target under the annual business plan for 2008 as approved by the Board of Directors.

The amount of the Company award pool allocated to the executive officers will be determined by aggregating their individual target variable pay amounts, multiplied by a "performance factor" corresponding to their overall performance compared to pre-established targets related to organizational results and personal performance objectives. For 2008, the target variable pay for performance that meets the pre-established objectives under the UPP (expressed as a percentage of annual salary) will be 100% for the Chief Executive Officer (J. Brian Ferguson); 80% for the President and Chemicals and Fibers Business Group Head (James P. Rogers); 75% for the Executive Vice President and Polymers Business Group Head (Gregory O. Nelson); 70% for the Senior Vice President, Chief Financial Officer (Richard A. Lorraine); 65% for the Senior Vice President, Corporate Strategy and Marketing (Mark J. Costa); and 60% for the Senior Vice President, Chief Legal Officer and Corporate Secretary (Theresa K. Lee); the Senior Vice President, Chief Technology Officer (Ronald C. Lindsay); and the Senior Vice President, Human Resources, Communications and Public Affairs (Norris P. Sneed).

At the end of 2008, following determination of the total amount of the Company award pool available to the executive officers, the Chief Executive Officer will assess each of their individual performance against established goals and expectations, and determine the amounts of the individual payouts from the portion of the allocated award pool. The Chief Executive Officer's assessment will be based upon measurement of each executive officer's performance against individual goals and expectations related to corporate and organizational performance compared to established EFO and other performance targets and the officer's contributions to achievement of identified key initiatives for 2008. Based on the Chief Executive Officer's assessment, the Compensation Committee will consider payouts to the executive officers for 2008 in early 2009. The Compensation Committee will review the CEO's performance against his individual financial, organizational, and strategic objectives and determine his payout for 2008. The payouts, if any, to the CEO and executive officers for 2008 will be disclosed in the Company's proxy statement for its 2009 annual meeting of stockholders.

In determining EFO for the purpose of measuring corporate performance, the UPP provides for adjustments by the Compensation Committee for certain charges, income items, or other events that are distortive of financial results.

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EASTMAN CHEMICAL  
COMPANY - EMN

December 5, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

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Eastman Chemical Company

By: /s/ Curtis E. Espeland

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Curtis E. Espeland

Vice President, Finance and Chief Accounting Officer

Date: December 11, 2007