PEREZ ANTONIO M Form 4 March 02, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Addr PEREZ ANTO	*	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
343 STATE STREET			02/28/2011	_X_ Officer (give title Other (specify below) below) President, Chairman & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER,	, NY 14650		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

		Tuble 1 Tron Derivative Securities required, Disposed by or Denominary 6 whee							ny o wnea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)		Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D) P	rice	(Instr. 3 and 4)		
Common			Code 1	7 tilloulit	(D) 1	1100			
Common							177,254	D	
Stock							,	_	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)		es ed (A) or ed of (D)	Date (Month/Day/Year)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.71						<u>(2)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.47						(3)	05/31/2012	Common Stock
Option (right to buy) (5)	\$ 24.75						(3)	12/06/2012	Common Stock
Option (right to buy)	\$ 30.96						<u>(1)</u>	04/01/2013	common stock
Option (right to buy) (5)	\$ 25.88						<u>(3)</u>	12/11/2013	Common Stock
Option (right to buy) (5)	\$ 23.28						(3)	12/10/2014	Common Stock
Option (right to buy) (5)	\$ 7.41						<u>(3)</u>	12/08/2015	Common Stock
Option (right to buy)	\$ 4.54						<u>(4)</u>	10/13/2016	Common Stock
Option (right to buy)	\$ 3.4	02/28/2011		A	705,7	32	(3)	02/27/2018	Common Stock
Stock Units	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Units	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Units (8)	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units (9)	<u>(6)</u>						12/31/2011(10)	12/31/2011(10)	Common Stock

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Restricted Stock Units	<u>(6)</u>				<u>(11)</u>	(11)	Common Stock
Restricted Stock Units (12)	<u>(6)</u>				12/31/2011(10)	12/31/2011(10)	Common Stock
Restricted Stock Units	<u>(6)</u>	02/28/2011	A	399,655	(13)	(13)	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PEREZ ANTONIO M

343 STATE STREET ROCHESTER, NY 14650

YATE STREET X President, Chairman & CEO

**A**!

**Signatures** 

Patrick M. Sheller, as attorney-in-fact for Antonio M.
Perez

03/02/2011

\*\*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) Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- (2) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- One third vests on the 2nd anniversary of the grant date; one third vests on 3rd anniversary of the grant date; remaining third vests on the 4th anniversary of the grant date.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (6) These units convert on a one-to-one basis.
- (7) This date is not applicable to these units.
- (8) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (9) The effective date for these restricted stock units is January 1, 2009.
- (10) This is the date these restricted stock units will vest.
- (11) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (12) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (13) These units vest one-third on each of the first three 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. 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.

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