

EASTMAN KODAK CO  
 Form 4  
 February 24, 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 \*  
**BERMAN ROBERT L**

(Last) (First) (Middle)  
 343 STATE STREET  
 (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)  
**02/22/2010**

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)  
**Senior 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	23,948 <sup>(1)</sup>	D	
Common Stock				Code V Amount (D) Price	23.282	I	By Trustee of ESOP

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

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SEC 1474  
 (9-02)

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**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 Security (Instr. 3 and 4)	Am Nu Sha
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/29/2010	common stock	
Option (right to buy)	\$ 31.3					<u>(2)</u> 01/11/2011	common stock	
Option (right to buy)	\$ 31.3					<u>(2)</u> 11/15/2011	common stock	
Option (right to buy)	\$ 31.3					<u>(2)</u> 08/25/2012	common stock	
Option (right to buy)	\$ 36.66					<u>(2)</u> 11/21/2012	common stock	
Option (right to buy)	\$ 24.49					<u>(2)</u> 11/18/2010	common stock	
Option (right to buy)	\$ 31.71					<u>(2)</u> 12/09/2011	Common Stock	
Option (right to buy)	\$ 26.46					<u>(4)</u> 05/11/2012	Common Stock	
Option (right to buy)	\$ 26.47					<u>(4)</u> 05/31/2012	Common Stock	
Option (right to buy) <sup>(3)</sup>	\$ 24.75					<u>(4)</u> 12/06/2012	Common Stock	
Option (right to buy) <sup>(3)</sup>	\$ 25.88					<u>(4)</u> 12/11/2013	Common Stock	



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(10) These units vest 50% on both the 3rd and 4th anniversary of the grant date.

(11) 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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