

McCorvey Antoinette P
 Form 4
 May 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 McCorvey Antoinette P

2. Issuer Name and Ticker or Trading Symbol
 EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 343 STATE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

ROCHESTER, NY 14650

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/13/2011		P	A	\$ 3	35,655	D

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

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SEC 1474 (9-02)

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. 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 Number Shares
Option (right to buy)	\$ 31.3					<u>(1)</u>	11/15/2011	Common Stock	14,000
Option (right to buy)	\$ 24.59					<u>(1)</u>	01/19/2013	Common Stock	10,000
Option (right to buy)	\$ 23.28					<u>(2)</u>	12/10/2014	Common Stock	10,000
Option (right to buy)	\$ 7.41					<u>(2)</u>	12/08/2015	Common Stock	23,680
Option (right to buy)	\$ 5.05					<u>(2)</u>	12/12/2017	Common Stock	15,000
Option (right to buy)	\$ 3.4					<u>(2)</u>	02/27/2018	Common Stock	121,900
Restricted Stock Units	<u>(3)</u>					09/16/2011 ⁽⁴⁾	09/16/2011 ⁽⁴⁾	Common Stock	11,319
Restricted Stock Units	<u>(3)</u>					12/31/2011 ⁽⁴⁾	12/31/2011 ⁽⁴⁾	Common Stock	2,990
Restricted Stock Units	<u>(3)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	28,730
Restricted Stock Units ⁽⁶⁾	<u>(3)</u>					12/31/2011 ⁽⁴⁾	12/31/2011 ⁽⁴⁾	Common Stock	5,096
Restricted Stock Units	<u>(3)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	69,060

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCorvey Antoinette P 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Patrick M. Sheller as attorney-in-fact for Antoinette McCorvey	05/17/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) These options have vested.
- (2) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) These units convert on a one-to-one basis.
- (4) This is the date these restricted stock units will vest.
- (5) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (6) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (7) 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.