

EASTMAN CHEMICAL CO

Form 4

January 03, 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 *
ROGERS JAMES P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

Chrm of the Board, CEO

200 SOUTH WILCOX

(Street)

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

KINGSPORT, TN 37660

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/27/2012 | | G | V 70,000 D \$ 0 | 120,735 | D | |
| Common Stock | 12/31/2012 | | M | 50,000 A <u>(1)</u> | 170,735 | D | |
| Common Stock | 12/31/2012 | | M | 50,000 A <u>(2)</u> | 220,735 | D | |
| Common Stock | 12/31/2012 | | F | 36,450 <u>(3)</u> D \$ 68.05 | 184,285 | D | |
| Common Stock | | | | | 2,103 | I | By ESOP |

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) Payout of shares underlying restricted stock units upon satisfaction of time condition to vesting.
- (2) Payout of shares underlying restricted stock units upon satisfaction of time and individual performance conditions to vesting.
- (3) Shares of common stock withheld in satisfaction of tax liability upon vesting of the 100,000 restricted stock units.
- (4) Includes 32 shares acquired since November 29, 2012 resulting from automatic reinvestment of dividends.
- (5) The number of restricted stock units 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.