

Jotwani Pradeep  
Form 4  
May 20, 2011

# 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 \*  
Jotwani Pradeep

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)

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

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

343 STATE STREET

05/18/2011

Senior Vice President

(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

ROCHESTER, NY 14650

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/18/2011                           |  | P                              |   | 2,585   | A  | \$ 3.2                            |
|                                 |                                      |  |                                |   | 2,582   | 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) | 8. F. Der. Sec. (Instr. 3 and 4) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                 | Expiration Date | Title        | Amount or Number of Shares |
| Option (right to buy)                      | \$ 3.96  |                                      |  |                                |   |  |   | <u>(1)</u>                       | 10/18/2017      | Common Stock | 250,000                    |
| Option (right to buy)                      | \$ 3.4   |                                      |  |                                |   |  |   | <u>(2)</u>                       | 02/27/2018      | Common Stock | 195,122                    |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   |  |   | <u>(4)</u>                       | <u>(4)</u>      | Common Stock | 100,000                    |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                                |   |  |   | <u>(5)</u>                       | <u>(5)</u>      | Common Stock | 110,497                    |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| Jotwani Pradeep<br>343 STATE STREET<br>ROCHESTER, NY 14650 | Senior Vice President                     |

## Signatures

Patrick M. Sheller, as attorney-in-fact fro Pradeep Jotwanit 05/20/2011

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

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(5) 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.

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