

Samuels Eric
 Form 4
 September 30, 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 *
 Samuels Eric

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

ROCHSTER, 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)
 09/28/2011

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)
 Controller

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)
			Code	V	Amount or (D) Price		
Common Stock	09/28/2011		M		19,930 (4) \$ 1.55	A	28,377 D
Common Stock	09/28/2011		F		7,219 (1) \$ 1.55	D	21,158 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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Options (right to buy)	\$ 2.64					(2) 06/16/2016	Common Stock 10
Option (right to buy)	\$ 3.4					(2) 02/27/2018	Common Stock 30
Restricted Stock Units	(3)					12/31/2011(6) 12/31/2011(6)	Common Stock 9
Restricted Stock Units	(3)	09/28/2011		M	19,930(4)	(5) (5)	Common Stock 19
Restricted Stock Units (7)	(3)					12/31/2001(6) 12/31/2011(6)	Common Stock 1,
Restricted Stock Units	(3)					(8) (8)	Common Stock 20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Samuels Eric 343 STATE STREET ROCHSTER, NY 14650			Controller	

Signatures

Patrick M. Sheller, as attorney-in-fact for Eric Samuels 09/30/2011

**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) Payment of withholding taxes.
- (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) Vesting and distribution of shares of Restricted Stock Units.
- (5) These units vest on the 4th anniversary of the grant date
- (6) This is the date these restricted stock units will vest.
- (7) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.
- (8) 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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