

Faraci Philip J
 Form 4
 October 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Faraci Philip J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/28/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & COO

(Street)
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/28/2012		M		172,100 (5) \$ 0.19	A	295,663 D
Common Stock	02/28/2012		F		62,335 (1) \$ 0.19	D	357,998 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (right to buy) ⁽³⁾	\$ 24.75					<u>(2)</u>	12/06/2012	Common Stock	20,9
Option (right to buy) ⁽³⁾	\$ 25.01					<u>(2)</u>	01/31/2013	Commons Stock	25,0
Option (right to buy) ⁽³⁾	\$ 25.88					<u>(2)</u>	12/11/2013	Common Stock	58,6
Option (right to buy) ⁽³⁾	\$ 23.28					<u>(2)</u>	12/10/2014	Common Stock	130,
Option (right to buy) ⁽³⁾	\$ 7.41					<u>(2)</u>	12/08/2015	Common Stock	246,
Option (right to buy)	\$ 4.54					10/14/2013	10/13/2016	Common Stock	300,
Option (right to buy)	\$ 3.4					<u>(2)</u>	02/27/2018	Common Stock	231,
Restricted Stock Units	⁽⁴⁾	09/28/2012		M	172,100 ⁽⁵⁾	<u>(6)</u>	<u>(6)</u>	Commons Stock	172,
Restricted Stock Units	⁽⁴⁾					<u>(7)</u>	<u>(7)</u>	Common Stock	87,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			President & COO	

Faraci Philip J
343 STATE STREET
ROCHESTER, NY 14650

Signatures

Patrick M. Sheller, as attorney-in-fact for Philip J.
Faraci

10/02/2012

__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 grant date.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These units convert on a one-for-one basis.
- (5) Vesting and distribution of shares of Restricted Stock Units.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (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.

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