

Faraci Philip J  
Form 4  
March 01, 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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2012

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

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/28/2012		M		43,733 (5)	A	\$ 0.35 139,404 D
Common Stock	02/28/2012		F		15,841 (1)	D	\$ 0.35 123,563 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 Shares
Option (right to buy)	\$ 26.46					<u>(2)</u>	05/11/2012	Common Stock	10,000
Option (right to buy)	\$ 26.47					<u>(2)</u>	05/31/2012	Common Stock	52,500
Option (right to buy) <u>(3)</u>	\$ 24.75					<u>(2)</u>	12/06/2012	Common Stock	20,940
Option (right to buy) <u>(3)</u>	\$ 25.01					<u>(2)</u>	01/31/2013	Common Stock	25,000
Option (right to buy) <u>(3)</u>	\$ 25.88					<u>(2)</u>	12/11/2013	Common Stock	58,690
Option (right to buy) <u>(3)</u>	\$ 23.28					<u>(2)</u>	12/10/2014	Common Stock	130,400
Option (right to buy) <u>(3)</u>	\$ 7.41					<u>(2)</u>	12/08/2015	Common Stock	246,700
Option (right to buy)	\$ 4.54					10/14/2013	10/13/2016	Common Stock	300,000
Option (right to buy)	\$ 3.4					<u>(2)</u>	02/27/2018	Common Stock	231,700
Restricted Stock Units	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	344,200
Restricted Stock Units	<u>(4)</u>	02/28/2012		M	43,733 <u>(5)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	43,733

