

EASTMAN CHEMICAL CO
 Form 4
 June 06, 2008

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 *
NELSON GREGORY O

(Last) (First) (Middle)

**EASTMAN CHEMICAL
 COMPANY, 200 SOUTH WILCOX
 DRIVE**

(Street)

KINGSPORT, TN 37660

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
06/05/2008

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)
EVP, Polymers Group Head

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/05/2008		M		7,997 A \$ 54.7	D	
Common Stock	06/05/2008		S		7,997 D \$ 75.62	D	
Common Stock	06/05/2008		M		14,666 A \$ 53.51	D	
Common Stock	06/05/2008		S		14,666 D \$ 75.62	D	
Common Stock	06/05/2008		M		4,391 A \$ 54.15	D	

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Common Stock	06/05/2008	S	4,391	D	\$ 75.62	22,065	D
Common Stock	06/05/2008	M	3,667	A	\$ 46.98	25,732	D
Common Stock	06/05/2008	S	3,667	D	\$ 75.62	22,065	D
Common Stock	06/04/2008	G V	1,500	D	\$ 0	20,565	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 54.7	06/05/2008		M	7,997	11/07/2005 04/03/2012	Common Stock	7,997	
Employee Stock Option (Right to Buy)	\$ 53.51	06/05/2008		M	14,666	11/01/2007 10/30/2015	Common Stock	14,666	
Employee Stock Option (Right to Buy)	\$ 54.15	06/05/2008		M	4,391	01/31/2005 04/02/2013	Common Stock	4,391	
Employee Stock Option	\$ 46.98	06/05/2008		M	3,667	11/02/2006 10/31/2014	Common Stock	3,667	

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON GREGORY O EASTMAN CHEMICAL COMPANY 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660			EVP, Polymers Group Head	

Signatures

Brian L. Henry, by Power of Attorney

06/06/2008

__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).

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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