

FERGUSON J BRIAN
Form 4
November 04, 2010

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 *
FERGUSON J BRIAN

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
EASTMAN CHEMICAL
COMPANY, 200 SOUTH WILCOX
DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec Chairman of the Board

KINGSPORT, TN 37660-5075

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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/02/2010		M			41,406	A	\$ 47.55	124,623	D	
Common Stock	11/02/2010		M			22,500	A	\$ 49.22	147,123	D	
Common Stock	11/02/2010		M			8,712	A	\$ 46.98	155,835	D	
Common Stock	11/02/2010		M			4,700	A	\$ 46.28	160,535	D	
Common Stock	11/02/2010		M			7,613	A	\$ 53.57	168,148	D	

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Common Stock	11/02/2010	S	84,931	D	\$ 80.03 <u>(1)</u>	83,217	D	
Common Stock	11/03/2010	M	26,743	A	\$ 46.98	109,960	D	
Common Stock	11/03/2010	S	26,743	D	\$ 79.41 <u>(2)</u>	83,217	D	
Common Stock						8,751 <u>(3)</u>	I	By 401(k)
Common Stock						580	I	By ESOP
Common Stock						50,598 <u>(4)</u>	I	By Trusts
Common Stock						32,241 <u>(5)</u>	I	By LLC

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)	\$ 47.55	11/02/2010		M	41,406	04/05/2004	04/04/2012	Common Stock	41,406
Employee Stock Option (Right to Buy)	\$ 49.22	11/02/2010		M	22,500	04/06/2003	04/05/2011	Common Stock	22,500

Employee Stock Option (Right to Buy)	\$ 46.98	11/02/2010	M	8,712	11/02/2007	11/01/2014	Common Stock	8,712
Employee Stock Option (Right to Buy)	\$ 46.28	11/02/2010	M	4,700	06/02/2004	04/03/2013	Common Stock	4,700
Employee Stock Option (Right to Buy)	\$ 53.57	11/02/2010	M	7,613	01/27/2005	04/04/2013	Common Stock	7,613
Employee Stock Option (Right to Buy)	\$ 46.98	11/03/2010	M	26,743	11/02/2007	11/01/2014	Common Stock	26,743

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON J BRIAN EASTMAN CHEMICAL COMPANY 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660-5075	X		Exec Chairman of the Board	

Signatures

Brian L. Henry, by Power of Attorney
11/04/2010

__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) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple broker's transactions at various market prices per share ranging from \$79.39 to \$80.68.
- (2) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple broker's transactions at various market prices per share ranging from \$79.00 to \$79.82.
- (3) Includes 2 shares acquired since August 3, 2010 resulting from automatic reinvestment of dividends.
- (4) Shares owned by trusts jointly controlled by the reporting person and family members and of which the reporting person and family members are beneficiaries.
- (5)

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Shares owned by a limited liability company jointly owned by the reporting person and family members and controlled by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.