

EASTMAN KODAK CO
 Form 4
 February 28, 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 *
 Haag Joyce P

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

ROCHESTER, 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)
 02/26/2008

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)
 Senior Vice President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,436.01	D	
Common Stock					5,230.9779	I	By Trustee in 401(k)
Common Stock					23.6967	I	By Trustee in ESOP
Common Stock					4,110.8546	I	By Trustee in Spouse's 401(k)
Common Stock					100	I	By Trustee in IRA

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Common Stock	100	I	By Spouse
Common Stock	100 ⁽¹⁾	I	By adult children
Common Stock	733	I	As a Trustee of Gull Rock Foundation, Inc.
Common Stock	4,300	I	As co-Manager of Pluta Family, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/17/2008	Common Stock	
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/01/2008	Common Stock	2
Option (right to buy)	\$ 31.3					<u>(2)</u>	05/04/2008	Common Stock	
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/11/2009	Common Stock	
	\$ 31.3					<u>(2)</u>	03/31/2009		2

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Option (right to buy)								Common Stock	
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/29/2010	Common Stock	2
Option (right to buy)	\$ 31.3					<u>(2)</u>	01/11/2011	Common Stock	3
Option (right to buy)	\$ 31.3					<u>(2)</u>	11/15/2011	Common Stock	6
Option (right to buy)	\$ 36.66					<u>(3)</u>	11/21/2012 ⁽⁵⁾	Common Stock	6
Option (right to buy)	\$ 26.47					<u>(3)</u>	05/31/2012	Common Stock	3
Option (right to buy)	\$ 27.06					<u>(3)</u>	06/29/2012	Common Stock	1
Option (right to buy) ⁽⁴⁾	\$ 24.75					<u>(3)</u>	12/06/2012	Common Stock	1
Option (right to buy) ⁽⁴⁾	\$ 25.88					<u>(3)</u>	12/11/2013	Common Stock	4
Option (right to buy) ⁽⁴⁾	\$ 23.28					<u>(3)</u>	12/10/2014	Common Stock	4
Restricted Stock Units ⁽⁷⁾	<u>(9)</u>	02/26/2008		A	186	12/31/2008 ⁽¹⁰⁾	12/31/2008 ⁽¹⁰⁾	Common Stock	
Restricted Stock Units ⁽⁸⁾	<u>(9)</u>	02/26/2008		A	9,709	12/31/2009 ⁽¹⁰⁾	12/31/2009 ⁽¹⁰⁾	Common Stock	9
Option (right to buy)	\$ 31.31					<u>(2)</u>	04/01/2008	Common Stock	
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/12/2010	Common Stock	

