

Sklarsky Frank S
 Form 4
 November 02, 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 *
 Sklarsky Frank S

(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)
 10/30/2010

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)
 Executive 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/30/2010 | | F | V | 9,056 | D | \$ 4.71 |
| | | | | | | | 46,369 |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | 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) | Amount Number Shares |
|--|--|--------------------------------------|--|---------------------|---|---|---|----------------------|
| Option (right to buy) ⁽¹⁾ | \$ 25.88 | | | | | <u>(2)</u> 12/11/2013 | Common Stock | 100,000 |
| Option (right to buy) ⁽¹⁾ | \$ 23.28 | | | | | <u>(2)</u> 12/10/2014 | Common Stock | 109,890 |
| Option (right to buy) ⁽¹⁾ | \$ 7.41 | | | | | <u>(2)</u> 12/08/2015 | Common Stock | 207,800 |
| Restricted Stock Units ⁽⁴⁾ | <u>(3)</u> | | | | | <u>(2)</u> 12/31/2011 ⁽⁵⁾ <u>(6)</u> 12/31/2011 ⁽⁵⁾ | Common Stock | 26,300 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(2)</u> <u>(6)</u> <u>(6)</u> | Common Stock | 289,860 |
| Restricted Stock Units ⁽⁷⁾ | <u>(3)</u> | | | | | <u>(2)</u> 12/31/2011 ⁽⁵⁾ <u>(6)</u> 12/31/2011 ⁽⁵⁾ | Common Stock | 44,710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Sklarsky Frank S 343 STATE STREET ROCHESTER, NY 14650 | Director 10% Owner Officer Other Executive Vice President |

Signatures

Patrick M. Sheller as attorney-in-fact for Frank S. Sklarsky 11/02/2010

 **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) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (2) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) These units convert on a one-for-one basis.
- (4) The effective date for these restricted stock units is January 1, 2009.
- (5) This is the date these restricted stock units will vest.
- (6) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (7) These are units earned under the Company's Leadership Stock Program for the 2009 performance cycle.

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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