Sklarsky Frank S Form 4 February 24, 2010

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sklarsky Frank S

(First)

2. Issuer Name and Ticker or Trading Symbol

EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to

Issuer

343 STATE STREET

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/22/2010

(Check all applicable) Director 10% Owner

X\_ Officer (give title Other (specify below) below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

**Executive Vice President** 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ROCHESTER, NY 14650

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following Reported

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

(Instr. 3)

55,425 (1)

D

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)

(9-02)

1

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(A) ed of	Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	· (,	A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Option (right to buy) (2)	\$ 25.88							<u>(3)</u>	12/11/2013	Common Stock	10
Option (right to buy) (2)	\$ 23.28							<u>(3)</u>	12/10/2014	Common Stock	10
Option (right to buy) (2)	\$ 7.41							(3)	12/08/2015	Common Stock	20
Restricted Stock Units (5)	<u>(4)</u>							12/31/2011 <u>(6)</u>	12/31/2011(6)	Common Stock	20
Restricted Stock Units	<u>(4)</u>							<u>(7)</u>	<u>(7)</u>	Common Stock	28
Restricted Stock Units (8)	<u>(4)</u>	02/22/2010		A	44,	710		12/31/2011(6)	12/31/2011(6)	Common Stock	4

# **Reporting Owners**

Reporting Owner Name / Address	eporting Owner Name / Address					
	Director	10% Owner	Officer	Other		

Sklarsky Frank S 343 STATE STREET ROCHESTER, NY 14650

**Executive Vice President** 

## **Signatures**

Patrick M. Sheller as attorney-in-fact for Frank S. Sklarsky 02/24/2010

\*\*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).

Reporting Owners 2

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- (1) Some of these shares are restricted.
- (2) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units convert on a one-for-one basis.
- (5) The effective date for these restricted stock units is January 1, 2009.
- (6) This is the date these restricted stock units will vest.
- (7) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (8) 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. 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.