

Edwards Douglas J
Form 4
March 01, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Douglas J

(Last) (First) (Middle)

343 STATE STREET

(Street)

ROCHESTER,, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EASTMAN KODAK CO [EKDKQ]

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

02/28/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

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

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)
Common Stock	02/28/2013		M	(A) or (D) Amount 14,386 (5) A	\$ 0.2 77,005	D	
Common Stock	02/28/2013		F	(A) or (D) Amount 7,074 (6) D	\$ 0.2 69,931	D	

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

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information contained in this form are not
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(9-02)

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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
Option (right to buy)	\$ 22.82					(1) 10/16/2013	Common Stock 5,000
Option (right to buy)	\$ 25.88					(1) 12/11/2013	Common Stock 4,350
Option (right to buy)	\$ 23.28					(1) 12/10/2014	Common Stock 47,720
Option (right to buy)	\$ 6.96					(1) 01/25/2016	Common Stock 60,810
Option (right to buy)	\$ 4.29					(1) 04/13/2016	Common Stock 1,500
Restricted Stock Units	(2)					(3) (3)	Common Stock 56,613
Restricted Stock Units	(2)	02/28/2013		M	14,386	(4) (4)	Common Stock 14,386

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Douglas J 343 STATE STREET ROCHESTER,, NY 14650			Vice President	

Signatures

Susan M. Wylie as attorney-in-fact for Douglas
Edwards

03/01/2013

__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) These options have vested.
- (2) These units convert on a one-to-one basis.
- (3) These units vest 50% on both the 3rd and 4th anniversary of the grant date.
- (4) These units vest on the next anniversary of the grant date.
- (5) Vesting and distribution of shares of Restricted Stock Units.
- (6) Payment of withholding taxes.

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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