Taber Terry R Form 3 January 05, 2009

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement EASTMAN KODAK CO [EK] Taber Terry R (Month/Day/Year) 01/01/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 343 STATE STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person ROCHESTER, ÂNYÂ 14650 (give title below) (specify below) Form filed by More than One Chief Technical Officer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D (1) Â Common Stock 5,692 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership	
`	Date Exercisable Expiration Date		(Instr. 4)		Price of	Derivative	(Instr. 5)	
		ate	Title	Amount or Number of	Derivative	Security:		
					Security	Direct (D) or Indirect		

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				Shares		(I) (Instr. 5)	
Options (right to buy)	(2)	03/29/2010	Common Stock	4,333	\$ 31.3	D	Â
Options (right to buy)	(2)	01/11/2011	Common Stock	5,333	\$ 31.3	D	Â
Options (right to buy)	(2)	11/15/2011	Common Stock	6,875	\$ 31.3	D	Â
Options (right to buy)	(2)	11/21/2012	Common Stock	14,700	\$ 36.66	D	Â
Options (right to buy)	(2)	12/08/2015	Common Stock	48,700	\$ 7.41	D	Â
Options (right to buy)	(2)	12/08/2015	Common Stock	10,000	\$ 7.41	D	Â
Restricted Stock Units (3)	12/31/2008(5)	12/31/2008(5)	Common Stock	78.36	\$ <u>(6)</u>	D	Â
Restricted Stock Units (4)	12/31/2009(5)	12/31/2009(5)	Common Stock	3,747.12	\$ <u>(6)</u>	D	Â
Restricted Stock Units	12/31/2011(5)	12/31/2011(5)	Common Stock	6,164	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Owner		Officer	Other		
Taber Terry R 343 STATE STREET ROCHESTER Â NYÂ 14650	Â	Â	Chief Technical Officer	Â		

Signatures

Laurence L. Hickey, as attorney-in-fact for Terry R.

Taber

01/05/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 shares are held in a joint account with spouse.
- (2) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2006-2007 cycle.
- (4) These units granted under the 2005 Omnibus Long-Term Compensation Plan; Leadership Stock 2007 cycle.
- (5) This is the date these restricted stock units will vest.
- (6) These units convert on a one-to-one basis.

Reporting Owners 2

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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.