EASTMAN KODAK CO Form SC 13G February 17, 2009

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

#### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

# **Eastman Kodak Company**

(Name of Issuer)

Common Stock, \$2.50 par value

(Title of Class of Securities)

277461109

(CUSIP Number)

**December 31, 2008** 

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

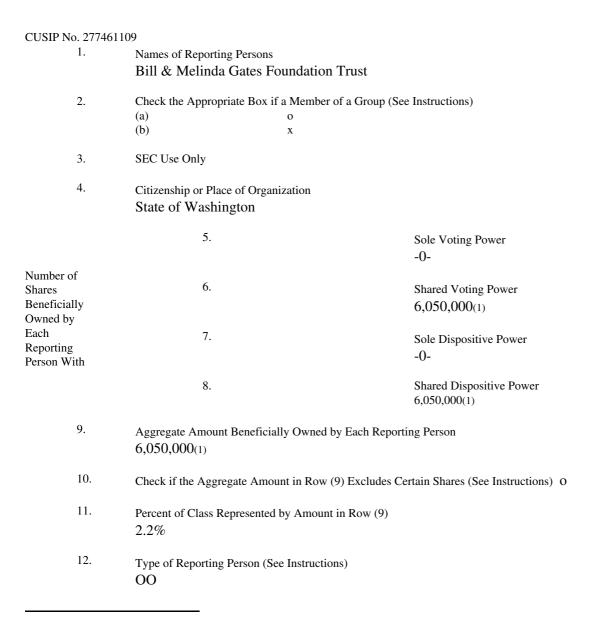
- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CUSIP No. 2774611	09				
1.	Names of Reporting Persons				
	Cascade Investment, L.L.C.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) (b)	0 X			
	(6)	A			
3.	SEC Use Only				
4. Citizenship or Place of Organization					
	State of Washington				
	5.		Sole Voting Power		
			7,950,000(1)		
Number of			7,520,000(1)		
Shares	6.		Shared Voting Power		
Beneficially			-0-		
Owned by Each	7				
Reporting	7.		Sole Dispositive Power		
Person With			7,950,000(1)		
	8.		Shared Dispositive Power		
			-0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person				
	7,950,000(1)				
10					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9)				
	3.0%				
12.	Type of Reporting Person (Se	e Instructions)			
	00				

<sup>(1)</sup> All shares of Common Stock beneficially owned by Cascade Investment, L.L.C. ( Cascade ) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade. Michael Larson, the Business Manager of Cascade, has voting and investment power with respect to the shares of Common Stock beneficially owned by Cascade. Mr. Larson disclaims any beneficial ownership of the shares of Common Stock beneficially owned by Cascade and Mr. Gates.

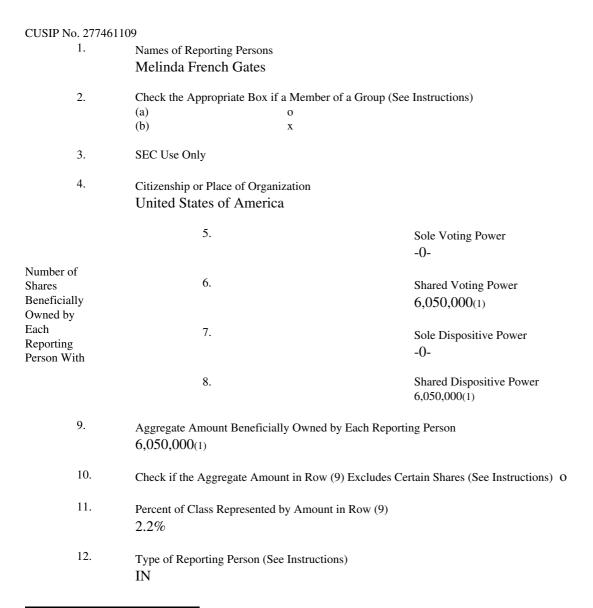


(1) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the Trust ) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust. Michael Larson has voting and investment power with respect to the shares of Common Stock beneficially owned by the Trust. Mr. Larson disclaims any beneficial ownership of the shares of Common Stock beneficially owned by the Trust or Mr. and Mrs. Gates.

CUSIP No. 2774611	09		
1.	Names of Reporting Persons William H. Gates III		
2.	Check the Appropriate Box if (a) (b)	a Member of a Group (Sec o x	e Instructions)
3.	SEC Use Only	A	
4.	Citizenship or Place of Organization United States of America		
	5.		Sole Voting Power 7,950,000(1)
Number of Shares Beneficially Owned by	6.		Shared Voting Power 6,050,000(2)
Each Reporting Person With	7.		Sole Dispositive Power 7,950,000(1)
	8.		Shared Dispositive Power 6,050,000(2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person $14,000,000(1)(2)$		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) $5.2\%$		
12.	Type of Reporting Person (See Instructions) IN		

(1) All shares of Common Stock beneficially owned by Cascade Investment, L.L.C. ( Cascade ) may be deemed to be beneficially owned by William H. Gates III as the sole member of Cascade. Michael Larson, the Business Manager of Cascade, has voting and investment power with respect to the shares of Common Stock beneficially owned by Cascade. Mr. Larson disclaims any beneficial ownership of the shares of Common Stock beneficially owned by Cascade and Mr. Gates.

<sup>(2)</sup> For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the Trust ) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust. Michael Larson has voting and investment power with respect to the shares of Common Stock beneficially owned by the Trust. Mr. Larson disclaims any beneficial ownership of the shares of Common Stock beneficially owned by the Trust or Mr. and Mrs. Gates.



(1) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all shares of Common Stock beneficially owned by the Bill & Melinda Gates Foundation Trust (the Trust ) may be deemed to be beneficially owned by William H. Gates III and Melinda French Gates as Co-Trustees of the Trust. Michael Larson has voting and investment power with respect to the shares of Common Stock beneficially owned by the Trust. Mr. Larson disclaims any beneficial ownership of the shares of Common Stock beneficially owned by the Trust or Mr. and Mrs. Gates.

Item 1.		
	(a)	Name of Issuer
		Eastman Kodak Company (the Issuer )
	(b)	Address of Issuer s Principal Executive Offices
		343 State Street
T. 0		Rochester, NY 14650
Item 2.	(-)	N f D Eilin -
	(a)	Name of Person Filing Cascade Investment, L.L.C. ( Cascade ), Bill & Melinda Gates Foundation
		Trust (the Trust ), Melinda French Gates and William H. Gates III(1)
	(b)	Address of Principal Business Office or, if none, Residence
		Cascade 2365 Carillon Point, Kirkland, Washington 98033
		The Trust 1551 Eastlake Avenue E., Seattle, Washington 98102
		The Trust 1881 Bushane Trende Bi, Seattle, Washington 70102
		Mr. Gates One Microsoft Way, Redmond, Washington 98052
		Mrs. Gates 1551 Eastlake Avenue E., Seattle, Washington 98102
	(c)	Citizenship
	. ,	Cascade is a limited liability company organized under the laws of the State
		of Washington.
		The Trust is a charitable trust organized under the laws of the State of
		Washington.
		Mr. and Mrs. Gates are citizens of the United States of America.
	(d)	Title of Class of Securities
	4.3	Common Stock, \$2.50 par value (the Common Stock )
	(e)	CUSIP Number
		277461109

<sup>(1)</sup> Neither the present filing nor anything contained herein shall be construed as an admission that Cascade, the Trust and Mr. and Mrs. Gates constitute a group for any purpose and the reporting persons expressly disclaim membership in a group.

# Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a: Not Applicable.

#### Item 4. Ownership

 $Provide \ the \ following \ information \ regarding \ the \ aggregate \ number \ and \ percentage \ of \ the \ class \ of \ securities \ of \ the \ issuer \ identified \ in \ Item \ 1.$ 

(a) Amount beneficially owned:

See the responses to Item 9 on the attached cover pages.

(b) Percent of class:

See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of

See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of

See the responses to Item 8 on the attached cover pages.

#### Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

**Holding Company or Control Person** 

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

#### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009 CASCADE INVESTMENT, L.L.C.

By /s/ Michael Larson

Name: Michael Larson
Title: Business Manager

**BILL & MELINDA GATES FOUNDATION TRUST** 

By /s/ Michael Larson

Name: Michael Larson(1)

Title: Attorney-in-fact for each of the Co-

Trustees, William H. Gates III and

Melinda French Gates

WILLIAM H. GATES III

By /s/ Michael Larson

Name: Michael Larson(1)(2)
Title: Attorney-in-fact

MELINDA FRENCH GATES

By /s/ Michael Larson

Name: Michael Larson(1)
Title: Attorney-in-fact

#### JOINT FILING AGREEMENT

We, the signatories of the statement to which this Joint Filing Agreement is attached, hereby agree that such statement is filed, and any amendments thereto filed by any or all of us, will be filed, on behalf of each of us.

Date: February 13, 2009 CASCADE INVESTMENT, L.L.C.

By /s/ Michael Larson

Name: Michael Larson Title: Business Manager

**BILL & MELINDA GATES FOUNDATION TRUST** 

By /s/ Michael Larson

Name: Michael Larson(1)

Title: Attorney-in-fact for each of the Co-Trustees, William H. Gates III and

Melinda French Gates