

ROGERS JAMES P

Form 4/A

November 23, 2004

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERS JAMES P

(Last) (First) (Middle)

EASTMAN CHEMICAL  
COMPANY, 100 NORTH  
EASTMAN ROAD

(Street)

KINGSPORT, TN 37660-5075

(City) (State) (Zip)

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

EASTMAN CHEMICAL CO [EMN]

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

11/18/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/22/2004

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP &amp; Eastman Div 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/22/2004		S		1,700	D \$ 51.1	21,513 <u>(1)</u>	D	
Common Stock	11/22/2004		S		1,400	D \$ 51.11	20,113 <u>(1)</u>	D	
Common Stock	11/22/2004		S		113	D \$ 51.12	20,000 <u>(1)</u>	D	
Common Stock							1,588 <u>(2)</u>	I	401(K) Plan
Common Stock							1,027	I	By ESOP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
Phantom Stock Units	\$ 0 <sup>(4)</sup>	11/18/2004		I	114,186 <sup>(3)</sup>	08/08/1988 <sup>(4)</sup> 08/08/1988 <sup>(4)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS JAMES P EASTMAN CHEMICAL COMPANY 100 NORTH EASTMAN ROAD KINGSPORT, TN 37660-5075			EVP & Eastman Div President	

## Signatures

Brian L. Henry, by Power of  
Attorney

11/23/2004

\_\_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) Corrects total shares of common stock beneficially owned directly (21,513; 20,113; and 20,000, respectively) from those incorrectly reported (6,513; 5,113; and 5,000, respectively) on the original Form 4 being amended. The error was the result of the incorrect omission of 15,000 shares in the amount of total shares indicated as beneficially owned directly on the reporting person's 6/7/04 Form 4.
- (2) Includes 26 shares acquired since 6/7/04 resulting from automatic reinvestment of dividends.
- (3) Includes 2,127 phantom stock units credited under the Executive Deferred Compensation Plan since 4/1/04 as hypothetical reinvestment of dividend equivalents.
- (4) Phantom stock units credited under the Executive Deferred Compensation Plan, each having a value equal to the market value of one share of issuer common stock and payable only in cash and, subject to certain acceleration and early withdrawal provisions,

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after termination of employment.

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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