Edgar Filing: EASTMAN CHEMICAL CO - Form 4

EASTMAN Form 4	CHEMICAL CO)								
February 26	ЛЛ								OMB AF	PROVAL
	UNITED		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con See Instr 1(b).	ger o 16. or Filed pur ons tinue.	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							Expires: January 31 2009 Estimated average burden hours per response 0.9	
(Print or Type	Responses)									
	Address of Reporting GREGORY O	Person <u>*</u>	Symbol	r Name and IAN CHE			-	5. Relationship of Issuer		
(Last)	(First) (Middle)		f Earliest Ti		001		(Check	all applicable)
200 SOUTI	H WILCOX DRI	VE	(Month/E 02/22/2	Day/Year)				Director X_Officer (give below) EVP, Poly		
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
KINGSPOI	RT, TN 37660							Form filed by M Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ties Acq	uired, Disposed of,	or Beneficial	y Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		n Date, if					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/22/2008			А	11,020 (1)	A	\$0	24,990	D	
Common Stock	02/22/2008			F	2,925 (2)	D	\$ 66.21	22,065	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)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NELSON GREGORY O 200 SOUTH WILCOX DRIVE KINGSPORT, TN 37660			EVP, Polymers Group Head				
Signatures							
Prion I Honry by Power of							

Brian L. Henry, by Power of Attorney

02/26/2008 Date

**Signature of Reporting Person

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) Payout under performance shares awarded at beginning of three-year (2005-2007) performance period under terms of a long-term performance subplan of the Omnibus Long-Term Compensation Plan.
- (2) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.

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.