

EASTMAN CHEMICAL CO

Form 4

December 06, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

**EASTMAN CHEMICAL
COMPANY, 200 SOUTH WILCOX
DRIVE**

(Street)

KINGSPORT, TN 37660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN CHEMICAL CO [EMN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price (A) or (D) | | |
| Common Stock | 12/03/2010 | | M | | 16,701 A \$ 66.31 | 82,512 | D |
| Common Stock | 12/03/2010 | | S | | 16,701 D \$ 81.57 (1) | 65,811 | D |
| Common Stock | 12/03/2010 | | M | | 38,978 A \$ 60.02 | 104,789 | D |
| Common Stock | 12/03/2010 | | S | | 38,978 D \$ 81.15 (2) | 65,811 | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|---|--------|---|------|----------------------|---|-----------|
| Common Stock | 11/22/2010 | | G | V | 15,847 | D | \$ 0 | 6,239 | I | By GRAT |
| Common Stock | | | | | | | | 6,291 ⁽³⁾ | I | By 401(k) |
| Common Stock | | | | | | | | 1,029 | I | By ESOP |

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

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(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 of Underlying Securities (Instr. 3 and 4) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Employee Stock Option (Right to Buy) | \$ 66.31 | 12/03/2010 | | M | 16,701 | 05/08/2007 04/05/2011 | Common Stock | 16,701 | |
| Employee Stock Option (Right to Buy) | \$ 60.02 | 12/03/2010 | | M | 38,978 | 11/01/2006 04/04/2012 | Common Stock | 38,978 | |
| Phantom Stock Units | \$ 0 ⁽⁴⁾ | 12/02/2010 | | I | 262,696 ⁽⁵⁾ | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 262,696 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROGERS JAMES P EASTMAN CHEMICAL COMPANY 200 SOUTH WILCOX DRIVE | X | | President & CEO | |

KINGSPORT, TN 37660

Signatures

Brian L. Henry, by Power of
Attorney

12/06/2010

__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) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple broker's transactions at various market prices per share ranging from \$81.20 to \$81.95.
 - (2) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple broker's transactions at various market prices per share ranging from \$81.00 to \$81.31.
 - (3) Includes 61 shares acquired since March 4, 2010 resulting from automatic reinvestment of dividends.
 - (4) Phantom stock units credited under the Executive Deferred Compensation Plan, each having a value of one share of issuer common stock and payable only in cash and, subject to certain acceleration and early withdrawal provisions, after termination of employment.
 - (5) Includes 16,173 phantom stock units credited under the Executive Deferred Compensation Plan since February 12, 2009 as a result of hypothetical reinvestment of dividend equivalents.

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.