

EASTMAN CHEMICAL CO
Form DEFA14A
April 29, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Eastman Chemical Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- o Fee paid previously with preliminary materials.

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[FORM OF E-MAIL NOTE TO EMPLOYEE STOCKHOLDERS WHO HOLD SHARES THROUGH COMPANY PLANS]

Date: Wednesday, April 29, 2009

To: [name of employee stockholder]

Subject: Vote Now Instructions for Voting Shares at 2009 Annual Meeting

Dear Fellow Eastman Employee and Stockholder:

A few weeks ago, you were mailed a letter with directions to access online Eastman's 2008 Annual Report and the Proxy Statement for our upcoming 2009 Annual Meeting of Stockholders and instructions for voting the Eastman stock which you own through the ESOP or Eastman Investment Plan by proxy at the Annual Meeting. You may use your Eastman Internet account to access these materials and vote your shares, or you may vote by proxy by telephone or by completing and mailing your proxy card. **As a stockholder, it is always important that your shares be represented and voted. If you have not already done so, I encourage you to submit your proxy to vote your shares as soon as possible so that your shares will be voted at our Annual Meeting on May 7.** Your voting instructions to the Plan Trustee (Fidelity) are confidential. The Trustee will not disclose how you voted or if you voted.

Please review the Proxy Statement and the Annual Report before voting your shares.

[Click here to access Eastman's 2008 Annual Report](#)

[Click here to access Eastman's 2009 Proxy Statement](#)

If you have not yet voted your ESOP and Eastman Investment Plan shares, you may do so now by computer or telephone, as follows:

By computer: [Click Here to Submit Your Voting Instructions](#) or open your browser and enter

<http://www.cesvote.com>. You will be directed to the Internet voting site. Enter your personal control number. **Your Control Number is: [employee stockholder's personal control number]**

By phone: Call the following toll-free number: 1-888-693-8683. Enter your personal control number. **Your Control Number is: [employee stockholder's personal control number]**

The links for voting your shares above are only for the shares held in your Eastman Investment Plan and ESOP accounts. If you hold shares outside of these plans in other accounts (such as through a broker, directly in your name, or in a joint account), you should have received additional materials instructing you how you can vote those shares. Please complete and vote all proxies and voting instruction requests that you receive (which together will represent your total shareholdings).

Yours very truly,

Theresa K. Lee

Senior Vice President, Chief Legal Officer and Corporate Secretary