

ROGERS JAMES P  
Form 4/A  
November 23, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
EASTMAN CHEMICAL COMPANY, 100 NORTH EASTMAN ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/18/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Eastman Div President

KINGSPORT, TN 37660-5075

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/22/2004		S	1,700 D \$ 51.1	21,513 <sup>(1)</sup>	D	
Common Stock	11/22/2004		S	1,400 D \$ 51.11	20,113 <sup>(1)</sup>	D	
Common Stock	11/22/2004		S	113 D \$ 51.12	20,000 <sup>(1)</sup>	D	
Common Stock					1,588 <sup>(2)</sup>	I	401(K) Plan
Common Stock					1,027	I	By ESOP

Edgar Filing: ROGERS JAMES P - Form 4/A

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 of 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,

Edgar Filing: ROGERS JAMES P - Form 4/A

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.

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.