

King Scott V.
Form 4
November 13, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
King Scott V.

(Last) (First) (Middle)

100 NORTH EASTMAN ROAD

(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)
11/10/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Controller & CAO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/10/2009		M		1,000	A \$ 36.6	1,124 D
Common Stock	11/10/2009		S		100	D \$ 58.05	1,024 D
Common Stock	11/10/2009		S		600	D \$ 58.06	424 D
Common Stock	11/10/2009		S		300	D \$ 58.08	124 D
Common Stock	11/10/2009		M		700	A \$ 43.66	824 D

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Common Stock	11/10/2009	S	700	D	\$ 58.15	124	D	
Common Stock	11/10/2009	M	1,500	A	\$ 46.98	1,624	D	
Common Stock	11/10/2009	S	1,400	D	\$ 58.15	224	D	
Common Stock	11/10/2009	S	100	D	\$ 58.16	124	D	
Common Stock						848 ⁽¹⁾	I	401(k)
Common Stock						18	I	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.6	11/10/2009		M		1,000		10/28/2009	10/27/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 46.98	11/10/2009		M		1,500		11/02/2007	11/01/2014	Common Stock	1,500
Employee Stock	\$ 43.66	11/10/2009		M		700		04/02/2007	04/01/2014	Common Stock	700

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
King Scott V. 100 NORTH EASTMAN ROAD KINGSPORT, TN 37660	VP, Controller & CAO

Signatures

Brian L. Henry, by Power of Attorney	11/13/2009
<u> </u> **Signature of Reporting Person	<u> </u> 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) Includes 158 shares acquired since September 1, 2008 resulting from employee payroll contributions and automatic reinvestment of dividends.

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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