

LICH BRAD A
Form 4
May 10, 2018

FORM 4

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

OMB APPROVAL

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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 *

LICH BRAD A

(Last) (First) (Middle)

200 SOUTH WILCOX

(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)

05/08/2018

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)
EVP & CCO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/08/2018 | | S | | 10,963 D \$ 105.54 (1) | D | |
| Common Stock | 05/08/2018 | | M | | 1,805 A \$ 39.84 | D | |
| Common Stock | 05/08/2018 | | S | | 1,805 D \$ 105.75 | D | |
| Common Stock | 05/09/2018 | | S | | 5,669 D \$ 105.75 | D | |
| Common Stock | 05/09/2018 | | M | | 1,263 A \$ 39.84 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|----------------------|---|-----------------|
| Common Stock | 05/09/2018 | S | 1,263 | D | \$ 105.75 | 13,328 | D | |
| Common Stock | 05/09/2018 | M | 5,134 | A | \$ 38.3 | 18,462 | D | |
| Common Stock | 05/09/2018 | S | 5,134 | D | \$ 105.75 | 13,328 | D | |
| Common Stock | | | | | | 953 | I | By ESOP |
| Common Stock | | | | | | 1,956 ⁽²⁾ | I | By 401 (k) Plan |

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 (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 or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 39.84 | 05/08/2018 | | M | 1,805 | 11/02/2013 | 11/01/2020 | Common Stock | 1,805 |
| Employee Stock Option (right to buy) | \$ 39.84 | 05/09/2018 | | M | 1,263 | 11/02/2013 | 11/01/2020 | Common Stock | 1,263 |
| Employee Stock Option (right to buy) | \$ 38.3 | 05/09/2018 | | M | 5,134 | 11/01/2014 | 10/31/2021 | Common Stock | 5,134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LICH BRAD A 200 SOUTH WILCOX KINGSPORT, TN 37660 | | | EVP & CCO | |

Signatures

Brian L. Henry, by Power of Attorney
05/10/2018
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).
 Average weighted sale price for shares disposed of in the reported transaction. The shares were sold in multiple broker's transactions at various prices per share ranging from \$105.50 to \$105.62. The reporting person undertakes to provide to the issuer, any stockholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).
 (1) Includes 8 shares acquired since February 16, 2018 resulting from 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. 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.