

EASTMAN CHEMICAL CO  
 Form 4  
 January 03, 2013

**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**

(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)  
 12/27/2012

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)  
 Chrm of the Board, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock                    | 12/27/2012                           |  | G                              | V 70,000 D \$ 0   | 120,735   | D  |   |
| Common Stock                    | 12/31/2012                           |  | M                              | 50,000 A <u>(1)</u>   | 170,735   | D  |   |
| Common Stock                    | 12/31/2012                           |  | M                              | 50,000 A <u>(2)</u>   | 220,735   | D  |   |
| Common Stock                    | 12/31/2012                           |  | F                              | 36,450 <u>(3)</u> D \$ 68.05                                      | 184,285   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,103   | I  | By ESOP   |

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|              |                          |   |                |
|--------------|--------------------------|---|----------------|
| Common Stock | 14,597.14 <sup>(4)</sup> | I | By 401(k) Plan |
| Common Stock | 12,363                   | I | By GRAT        |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Restricted Stock Units                     | <u>(1)</u>   | 12/31/2012                           |  | M                              | 50,000<br>(5)   | <u>(1)</u> 12/31/2012                                    | Common Stock  | 50,000<br>(5)              |
| Restricted Stock Units                     | <u>(2)</u>   | 12/31/2012                           |  | M                              | 50,000<br>(5)   | <u>(2)</u> 12/31/2012                                    | Common Stock  | 50,000<br>(5)              |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| ROGERS JAMES P<br>200 SOUTH WILCOX<br>KINGSPORT, TN 37660 | X             |           | Chrm of the Board, CEO |       |

## Signatures

|                                      |            |
|--------------------------------------|------------|
| Brian L. Henry, by Power of Attorney | 01/03/2013 |
|--------------------------------------|------------|

                     \*\*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) Payout of shares underlying restricted stock units upon satisfaction of time condition to vesting.
- (2) Payout of shares underlying restricted stock units upon satisfaction of time and individual performance conditions to vesting.
- (3) Shares of common stock withheld in satisfaction of tax liability upon vesting of the 100,000 restricted stock units.
- (4) Includes 32 shares acquired since November 29, 2012 resulting from automatic reinvestment of dividends.
- (5) The number of restricted stock units was doubled in the October 3, 2011 2-for-1 stock split by dividend of the common stock.

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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