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EASTMAN CHEMICAL CO

Form 4

February 23, 2016

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number:

January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

Expires:

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stuckey Perry				Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			EASIM	IAN CHE	EMICAL CO [EMN]	(Check all applicable)					
	(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction					
200 SOUTH WILCOX				(Month/D	ay/Year)		Director	10%			
				02/19/20)16		X Officer (give title Other (specify below)				
								P, Chf HR Ofcr			
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
				Filed(Mon	th/Day/Year)	Applicable Line)				
							X Form filed by One Reporting Person				
KINGSPORT, TN 37660							Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)								
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							
	1.Title of	2. Transaction D	ate 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
	Security	(Month/Day/Yea	r) Execution	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
	(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial		

Table 1 - Non-Delivative Securities Acquired, Disposed of, or Del						i, oi benenciai	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code	4. Securit n(A) or Di (D)		•	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and (A) or	5)	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/19/2016		A	3,134 (1)	A	\$ 0	10,312 (2)	D	
Common Stock	02/19/2016		F	882 (3)	D	\$ 62.4	9,430	D	
Common Stock							904 (4)	I	By ESOP
Common Stock							798 (5)	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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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	le Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stuckey Perry 200 SOUTH WILCOX KINGSPORT, TN 37660

SVP, Chf HR Ofcr

Signatures

Brian L. Henry, by Power of Attorney

ttorney 02/23/2016

**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 under performance shares awarded at beginning of three-year (2013-2015) performance period.
- (2) Includes 164 shares acquired since February 20, 2015 resulting from automatic reinvestment of dividends.
- (3) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.
- (4) Includes 239 shares acquired since February 20, 2015 from issuer contribution.
- (5) Includes 103 shares acquired since February 20, 2015 resulting from issuer contribution, 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. 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.

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