

COX MARK K
Form 4
May 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
COX MARK K

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)
200 SOUTH WILCOX
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

KINGSPORT, TN 37660

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/07/2018 | | M | 2,689 A | \$ 69.73 13,250 ⁽¹⁾ | D | |
| Common Stock | 05/07/2018 | | S | 2,689 D | \$ 105.13 10,561 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | 05/07/2018 | | M | 6,933 A | \$ 74.46 17,494 ⁽¹⁾ | D | |
| Common Stock | 05/07/2018 | | S | 6,933 D | \$ 105.17 10,561 ⁽¹⁾ ⁽³⁾ | D | |
| | 05/07/2018 | | M | 3,478 A | \$ 65.16 14,039 ⁽¹⁾ | D | |

Common
Stock

Common Stock 05/07/2018 S 3,478 D \$
105.27 10,561 ⁽¹⁾ D
(4)

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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 69.73 | 05/07/2018 | | M | 2,689 | 02/28/2016 02/27/2023 | Common Stock | 2,689 |
| Employee stock option (right to buy) | \$ 74.46 | 05/07/2018 | | M | 6,933 | 02/27/2018 02/26/2025 | Common Stock | 6,933 |
| Employee stock option (right to buy) | \$ 65.16 | 05/07/2018 | | M | 3,478 | 02/26/2018 ⁽⁵⁾ 02/25/2026 | Common Stock | 3,478 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

COX MARK K
200 SOUTH WILCOX
KINGSPORT, TN 37660

Senior Vice President

Signatures

Brian L. Henry, by Power of
Attorney

05/08/2018

__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).

(1) Includes 57 shares acquired since February 16, 2018 resulting from automatic reinvestment of dividends.

(2) 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 \$105.05 to \$105.56. 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 (2).

(3) 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 \$105.00 to \$105.78. 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 (3).

(4) 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 \$105.00 to \$105.49. 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 (4).

(5) One-third of the option became exercisable on each of February 26, 2017 and February 26, 2018, respectfully, and one-third of the option becomes exercisable on February 26, 2019.

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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