

ROGERS JAMES P
Form 4/A
November 23, 2004

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

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)
EASTMAN CHEMICAL
COMPANY, 100 NORTH
EASTMAN ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Eastman Div President

KINGSPORT, TN 37660-5075

4. If Amendment, Date Original Filed(Month/Day/Year)
11/22/2004

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/22/2004		S	1,700 D \$ 51.1	21,513 ⁽¹⁾	D	
Common Stock	11/22/2004		S	1,400 D \$ 51.11	20,113 ⁽¹⁾	D	
Common Stock	11/22/2004		S	113 D \$ 51.12	20,000 ⁽¹⁾	D	
Common Stock					1,588 ⁽²⁾	I	401(K) Plan
Common Stock					1,027	I	By ESOP

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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 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 Security (Instr. 3 and 4)
Phantom Stock Units	\$ 0 ⁽⁴⁾	11/18/2004		I	114,186 ⁽³⁾	08/08/1988 ⁽⁴⁾ 08/08/1988 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROGERS JAMES P
EASTMAN CHEMICAL COMPANY
100 NORTH EASTMAN ROAD
KINGSPORT, TN 37660-5075

EVP &
Eastman Div
President

Signatures

Brian L. Henry, by Power of Attorney

11/23/2004

__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) Corrects total shares of common stock beneficially owned directly (21,513; 20,113; and 20,000, respectively) from those incorrectly reported (6,513; 5,113; and 5,000, respectively) on the original Form 4 being amended. The error was the result of the incorrect omission of 15,000 shares in the amount of total shares indicated as beneficially owned directly on the reporting person's 6/7/04 Form 4.
- (2) Includes 26 shares acquired since 6/7/04 resulting from automatic reinvestment of dividends.
- (3) Includes 2,127 phantom stock units credited under the Executive Deferred Compensation Plan since 4/1/04 as hypothetical reinvestment of dividend equivalents.
- (4) Phantom stock units credited under the Executive Deferred Compensation Plan, each having a value equal to the market value of one share of issuer common stock and payable only in cash and, subject to certain acceleration and early withdrawal provisions,

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after termination of employment.

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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