

ESPELAND CURTIS E
Form 4
June 09, 2005

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 *
ESPELAND CURTIS E

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 N. EASTMAN
ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP, CAO and EMN Div Controller

KINGSPORT, TN 37660-5075

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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	06/07/2005		M	1,000	A \$ 45.8125	4,000	D	
Common Stock	06/07/2005		S	1,000	D \$ 59.76 (1)	3,000	D	
Common Stock	06/07/2005		M	400	A \$ 46.0625	3,400	D	
Common Stock	06/07/2005		S	400	D \$ 59.75 (1)	3,000	D	
Common Stock	06/07/2005		M	4,200	A \$ 29.9	7,200	D	

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Common Stock	06/07/2005	S	4,200	D	\$ 59.781 (1)	3,000	D	
Common Stock	06/07/2005	M	866	A	\$ 43.66	3,866	D	
Common Stock	06/07/2005	S	866	D	\$ 59.79 (1)	3,000	D	
Common Stock						1,059 (2)	I	401(k)
Common Stock						790	I	ESOP

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.

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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)	\$ 45.8125	06/07/2005		M	1,000	02/16/2001 02/15/2009	Common Stock	1,000	
Employee Stock Option (Right to Buy)	\$ 46.0625	06/07/2005		M	400	04/07/2002 04/07/2010	Common Stock	400	
Employee Stock Option (Right to Buy)	\$ 29.9	06/07/2005		M	4,200	04/04/2005 04/03/2013	Common Stock	4,200	

Employee Stock Option (Right to Buy)	\$ 43.66	06/07/2005	M	866	04/02/2005	04/02/2014	Common Stock	866
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESPELAND CURTIS E EASTMAN CHEMICAL COMPANY 100 N. EASTMAN ROAD KINGSPORT, TN 37660-5075			VP, CAO and EMN Div Controller	

Signatures

Brian L. Henry, by Power of Attorney	06/09/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Average sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various market prices per share.
- (2) Includes 18 shares acquired since September 3, 2004 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.