

EASTMAN CHEMICAL CO

Form 4

March 05, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**HERNANDEZ ROBERT M**

(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)  
03/03/2014

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 03/03/2014                           |  | M                              | 4,000 A \$ 21.95  | 7,068 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 03/03/2014                           |  | S                              | 4,000 D \$ 87.75 <sup>(2)</sup>                                   | 3,068   | D  |   |
| Common Stock                    | 03/03/2014                           |  | M                              | 4,000 A \$ 29.6   | 7,068   | D  |   |
| Common Stock                    | 03/03/2014                           |  | S                              | 4,000 D \$ 87.81 <sup>(3)</sup>                                   | 3,068   | D  |   |
| Common                          |                                      |  |                                |   | 35,698 <sup>(4)</sup>   | I  | By Robert   |

Stock

M.  
Hernandez  
Revocable  
Trust

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (right to buy)       | \$ 21.95 <sup>(5)</sup>                                | 03/03/2014                           |  | M                              | 4,000 <sup>(5)</sup>  | 05/06/2006 05/05/2014                                    | Common Stock  | 4,000 <sup>(5)</sup>          |
| Director Stock Option (right to buy)       | \$ 29.6 <sup>(5)</sup>                                 | 03/03/2014                           |  | M                              | 4,000 <sup>(5)</sup>  | 05/05/2007 05/04/2015                                    | Common Stock  | 4,000 <sup>(5)</sup>          |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HERNANDEZ ROBERT M<br>200 SOUTH WILCOX<br>KINGSPORT, TN 37660 | X             |           |         |       |

## Signatures

Brian L. Henry, by Power of  
Attorney

03/05/2014

\_\_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) Excludes 1,594 shares reported as directly beneficially owned in the reporting person's Form 4 dated May 2, 2013 that have been transferred to indirect ownership as described in note 4 below.  
  
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 \$87.75 to \$87.78. 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 footnotes (2) and (3) to this Form 4.
- (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 \$87.80 to \$87.84.
- (3) Includes 1,594 shares reported as directly beneficially owned in the reporting person's Form 4 dated May 2, 2013 that have been contributed to a trust.
- (4) The option exercise price was halved and the number of shares underlying the option was doubled in the October 3, 2011 2-for-1 stock split by dividend of the common stock.
- (5)

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.