

EASTMAN KODAK CO
Form 4
December 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
BROWN CHARLES S JR

(Last) (First) (Middle)
343 STATE STREET
(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2005

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)
Senior Vice President

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)
Common Stock				(A) or (D)	9,339 ⁽¹⁾	D	
Common Stock				(A) or (D)	1,521.039 ⁽²⁾	I	By Trustee in 401(k)
Common Stock				(A) or (D)	83.687 ⁽³⁾	I	By Trustee of ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 31.3					(4)	03/09/2004	Common Stock	5,733
Option (right to buy)	\$ 31.3					(4)	04/19/2005	Common Stock	5,867
Option (right to buy)	\$ 31.3					(4)	10/12/2005	Common Stock	3,333
Option (right to buy)	\$ 31.3					(4)	03/28/2006	Common Stock	7,353
Option (right to buy)	\$ 31.3					(4)	03/12/2007	Common Stock	327
Option (right to buy)	\$ 31.3					(4)	04/03/2007	Common Stock	7,308
Option (right to buy)	\$ 31.3					(4)	03/01/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3					(4)	03/12/2008	Common Stock	209
Option (right to buy)	\$ 24.49					(6)	11/18/2010	Common Stock	14,750
Option (right to buy)	\$ 31.3					(4)	04/01/2008	Common Stock	9,000
	\$ 31.3					(4)	03/11/2009		519

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Option (right to buy)								Common Stock		
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/31/2009	Common Stock	10,500	
Option (right to buy)	\$ 31.3					<u>(4)</u>	03/29/2010	Common Stock	16,660	
Option (right to buy)	\$ 31.3					<u>(4)</u>	04/12/2010	Comon Stock	5,000	
Option (right to buy)	\$ 31.3						05/24/2004	05/23/2011	Common Stock	3,333
Option (right to buy)	\$ 31.3						11/16/2004	11/15/2011	Common Stock	32,200
Option (right to buy)	\$ 36.66					<u>(6)</u>	11/21/2012	Common Stock	32,200	
Option (right to buy)	\$ 31.71					<u>(6)</u>	12/09/2011	Common Stock	16,750	
Option (right to buy)	\$ 26.47					<u>(6)</u>	05/31/2012	Common Stock	63,750	
Option (right to buy) <u>(5)</u>	\$ 24.75	12/07/2005		A	20,940	<u>(6)</u>	12/06/2012	Common	20,940	
Restricted Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	1,737.3	
Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	5,227.0	
Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	331.8	
Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	109.4	
Restricted Share Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	4,325	
	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>		5,802.5	

Share Units				Common Stock	
Stock Unit	(7)	(8)	(8)	Common Stock	8,656.9
Phantom Stock Units	(7)	(8)	(8)	Common Stock	5,928.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN CHARLES S JR 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S. Brown, Jr. 12/09/2005

__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) Some of these shares are restricted.
- (2) This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units.
- (4) These options have vested.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) These units convert on a one-for-one basis.
- (8) This date is not applicable to these units.

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.