#### EASTMAN KODAK CO

Form 4

August 14, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

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**OMB APPROVAL** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Addr Hellyar Mary J	•	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
343 STATE STREET			(Month/Day/Year) 08/14/2006	Director 10% Owner Officer (give title Other (specify below) Senior Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER	, NY 14650		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	08/14/2006		F	5,070 (1)	D	\$ 19.25	29,799 (2)	D	
Common Stock							23.6967	I	by Trustee of ESOP
Common Stock							42	I	Shares held by spouse

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

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# displays a currently valid OMB control 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)	Code	5. iofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s i i		7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 31.3				(3)	04/03/2007	Common Stock	3,000
Option (right to buy)	\$ 31.3				(3)	03/31/2008	Common Stock	3,000
Option (right to buy)	\$ 31.3				(3)	03/11/2009	Common Stock	273
Option (right to buy)	\$ 31.3				<u>(3)</u>	03/31/2009	Common Stock	3,750
Option (right to buy)	\$ 31.3				<u>(3)</u>	05/02/2009	Common Stock	2,000
Option (right to buy)	\$ 31.3				(3)	03/29/2009	Common Stock	8,000
Option (right to buy)	\$ 31.3				(3)	01/11/2011	Common Stock	6,333
Option (right to buy)	\$ 31.3				(3)	11/15/2011	Common Stock	13,80
Option (right to buy)	\$ 36.66				<u>(5)</u>	11/21/2012	Common Stock	16,83
	\$ 24.49				<u>(5)</u>	11/18/2010		5,000

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Option (right to buy				Common Stock	
Option (right to buy)	\$ 31.71	<u>(5)</u>	12/09/2011	Common Stock	5,000
Option (right to buy)	\$ 31.52	<u>(5)</u>	01/16/2012	Common Stock	10,00
Option (right to buy)	\$ 26.47	<u>(5)</u>	05/31/2012	Common Stock	50,00
Option (right to buy) (4)	\$ 24.75	<u>(5)</u>	12/06/2012	Common Stock	16,75
Restricted Stock Units (6)	(7)	12/31/2006(8)	12/31/2006(8)	Common Stock	1,482.9
Option (right to buy)	\$ 31.3	<u>(3)</u>	04/01/2008	Common Stock	67
Option (right to buy)	\$ 31.3	<u>(3)</u>	03/12/2010	Common Stock	67

# **Reporting Owners**

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

Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

### **Signatures**

Laurence L. Hickey, as attorney-in-fact for Mary Jane
Hellyar

08/14/2006

\*\*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) Payment of FICA taxes.
- (2) Some of these shares are restricted.
- (3) These options have vested.

Reporting Owners 3

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- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (7) These units convert on a one-for-one basis.
- (8) This is the date these restricted stock units will vest.

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.