Hellyar Mary Jane
Form 4
January 03, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellyar Mary Jane

(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)
12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	12/31/2006		M		1,497.14 (1)	A	$ 0	30,671.14 (3)	D	
Common Stock	12/31/2006		F		506.87 (2)	D	$ 25.86	30,164.27	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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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 a Underlyi (Instr. 3
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	$ 31.3							(4)	04/03/2007	Comm Stocl
Option (right to buy)	$ 31.3							(4)	03/31/2008	Comm Stocl
Option (right to buy)	$ 31.3							(4)	03/11/2009	Comm Stocl
Option (right to buy)	$ 31.3							(4)	03/31/2009	Comm Stocl
Option (right to buy)	$ 31.3							(4)	05/02/2009	Comm Stocl
Option (right to buy)	$ 31.3							(4)	03/29/2009	Comm Stocl
Option (right to buy)	$ 31.3							(4)	01/11/2011	Comm Stocl
Option (right to buy)	$ 31.3							(4)	11/15/2011	Comm Stocl
Option (right to buy)	$ 36.66							(6)	11/21/2012	Comm Stocl
Option (right to	$ 24.49							(6)	11/18/2010	Comm Stocl

buy								
Option (right to buy)	$ 31.71					[6]	12/09/2011	Comm Stock
Option (right to buy)	$ 31.52					[6]	01/16/2012	Comm Stock
Option (right to buy)	$ 26.47					[6]	05/31/2012	Comm Stock
Option (right to buy) [5]	$ 24.75					[6]	12/06/2012	Comm Stock
Option (right to buy) [5]	$ 25.88					[6]	12/11/2013	Comm Stock
Restricted Stock Units [7]	[8]	12/14/2006	A	14.17 [9]		12/31/2006[10]	12/31/2006[10]	Comm Stock
Restricted Stock Units	[8]	12/31/2006	M		1,497.14	[11]	[11]	Comm Stock
Option (right to buy)	$ 31.3					[4]	04/01/2008	Comm Stock
Option (right to buy)	$ 31.3					[4]	03/12/2010	Comm Stock

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

Patrick M. Sheller, as attorney-in-fact for Mary Jane Hellyar	01/03/2007
**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) Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.

(2) Payment of withholding taxes.

(3) Some of these shares are restricted.

(4) These options have vested.

(5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

(6) These options vest one-third on each of the first three anniversaries of the grant date.

(7) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

(8) These units convert on a one-for-one basis.

(9) These units were credited to the reporting person's account as dividend equivalents.

(10) This is the date these restricted stock units will vest.

(11) Not Applicable

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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