

EASTMAN KODAK CO
Form 4
March 01, 2007

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUSTIN CARL E

(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)
02/27/2007

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 ____ Other (specify
below) below)

CMO, 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)
Common Stock			Code V	Amount (D) Price	8,045 ⁽¹⁾	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	Amount Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/12/2007		common stock	4
Option (right to buy)	\$ 31.3					<u>(2)</u>		04/03/2007		common stock	10
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/01/2008		common stock	5
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/12/2008		common stock	3
Option (right to buy)	\$ 31.3					<u>(2)</u>		04/01/2008		common stock	10
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/11/2009		common stock	3
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/31/2009		common stock	10
Option (right to buy)	\$ 31.3					<u>(2)</u>		11/21/2009		common stock	2
Option (right to buy)	\$ 31.3					<u>(2)</u>		03/29/2010		common stock	10
Option (right to buy)	\$ 31.3							11/16/2004	11/15/2011	common stock	23
Option (right to buy)	\$ 36.66					<u>(3)</u>		11/21/2012		common stock	23
Option	\$ 24.49					<u>(3)</u>		11/18/2010		common	11

(right to buy)								stock	
Option (right to buy)	\$ 31.71			(3)	12/09/2011			Common Stock	11
Option (right to buy) (4)	\$ 24.75			(3)	12/06/2012			Common Stock	13
Option (right to buy) (4)	\$ 25.88			(3)	12/11/2013			Common Stock	17
Stock Units	(5)			(6)	(6)			Common Stock	10,
Stock Units	(5)			(6)	(6)			Common Stock	11
Restricted Stock Units	(5)			(6)	(6)			Common Stock	8
Restricted Stock Units (7)	(5)	02/27/2007	A	3,230	12/31/2007(8)	12/31/2007(8)		Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUSTIN CARL E 343 STATE STREET ROCHESTER, NY 14650			CMO, Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Carl E. Gustin 03/01/2007

__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) Some of these shares are restricted.
- (2) These options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) These units convert on a one-for-one basis.

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- (6) This date is not applicable.
- (7) These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (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.
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