

EASTMAN KODAK CO
Form 4
March 01, 2007

FORM 4

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

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).

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 *
PEREZ ANTONIO M

(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
 Officer (give title below) Other (specify below)
President, Chairman & CEO

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 | 02/27/2007 | | A | (A) or (D) Code V Amount 28,487 (1) | Price \$ 24.24 | 170,044 (2) | D |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option (right to buy) | \$ 30.96 | | | | | <u>(3)</u> | 04/01/2013 | common stock |
| Option (right to buy) | \$ 24.49 | | | | | <u>(4)</u> | 11/18/2010 | common stock |
| Option (right to buy) | \$ 31.71 | | | | | <u>(4)</u> | 12/09/2011 | Common Stock |
| Option (right to buy) | \$ 26.47 | | | | | <u>(4)</u> | 05/31/2012 | Common Stock |
| Option (right to buy) ⁽⁵⁾ | \$ 24.75 | | | | | <u>(4)</u> | 12/06/2012 | Common Stock |
| Option (right to buy) ⁽⁵⁾ | \$ 25.88 | | | | | <u>(4)</u> | 12/11/2013 | Common Stock |
| Stock Units | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Stock Units | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Restricted Stock Units | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | common stock |
| Stock Units ⁽¹⁰⁾ | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Restricted Stock Units ⁽¹¹⁾ | <u>(6)</u> | 02/27/2007 | | A | 30,281 | 12/31/2007 ⁽¹²⁾ | 12/31/2007 ⁽¹²⁾ | Common stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | | |
|--|---|---------------------------|
| PEREZ ANTONIO M 343 STATE STREET ROCHESTER, NY 14650 | X | President, Chairman & CEO |
|--|---|---------------------------|

Signatures

| | |
|--|------------|
| Laurence L. Hickey, as attorney-in-fact for Antonio M. Perez | 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) These shares are restricted.
- (2) Some of these shares are restricted.
- (3) Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These units convert on a one-to-one basis.
- (7) This date is not applicable to these units.
- (8) 25,000 of 50,000 RSUs lapsed. This total included dividend equivalents reported separately which were not restricted.
- (9) Balance of RSUs that lapsed on 10-1-06
- (10) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (11) These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (12) 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.