

EASTMAN KODAK CO  
Form 4  
August 14, 2006

**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 \*  
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)  
08/14/2006

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/14/2006		F	5,070 (1) \$ 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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SEC 1474 (9-02)

**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)	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					<u>(3)</u>	04/03/2007	Common Stock	3,000
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/31/2008	Common Stock	3,000
Option (right to buy)	\$ 31.3					<u>(3)</u>	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					<u>(3)</u>	03/29/2009	Common Stock	8,000
Option (right to buy)	\$ 31.3					<u>(3)</u>	01/11/2011	Common Stock	6,333
Option (right to buy)	\$ 31.3					<u>(3)</u>	11/15/2011	Common Stock	13,800
Option (right to buy)	\$ 36.66					<u>(5)</u>	11/21/2012	Common Stock	16,833
	\$ 24.49					<u>(5)</u>	11/18/2010		5,000

Option (right to buy)					Common Stock	
Option (right to buy)	\$ 31.71	(5)	12/09/2011		Common Stock	5,000
Option (right to buy)	\$ 31.52	(5)	01/16/2012		Common Stock	10,000
Option (right to buy)	\$ 26.47	(5)	05/31/2012		Common Stock	50,000
Option (right to buy) <sup>(4)</sup>	\$ 24.75	(5)	12/06/2012		Common Stock	16,750
Restricted Stock Units <sup>(6)</sup>	<sup>(7)</sup>		12/31/2006 <sup>(8)</sup>	12/31/2006 <sup>(8)</sup>	Common Stock	1,482,900
Option (right to buy)	\$ 31.3	(3)	04/01/2008		Common Stock	67
Option (right to buy)	\$ 31.3	(3)	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.

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- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) These 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.

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