

Hellyar Mary Jane  
Form 4  
December 09, 2005

**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  
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2005  
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(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)  
12/07/2005

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V Amount (A) or (D) Price  |  |  |   |
| Common<br>Stock                       |   |   |                                      |  | 19,836 <sup>(1)</sup>  | D  |   |
| Common<br>Stock                       |   |   |                                      |  | 23.6967  | I  | by Trustee<br>of ESOP   |
| Common<br>Stock                       |   |   |                                      |  | 42   | I  | Shares<br>held by<br>spouse                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                     |
|---|---|---|---|---|--|--|---|---------------------|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 04/19/2005         | Common<br>Stock | 1,287                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/28/2006         | Common<br>Stock | 1,840                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 04/03/2007         | Common<br>Stock | 3,000                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/12/2006         | Common<br>Stock | 95                                  |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/31/2008         | Common<br>Stock | 3,000                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 04/01/2006         | Common<br>Stock | 3,750                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/11/2009         | Common<br>Stock | 273                                 |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/31/2009         | Common<br>Stock | 3,750                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 05/02/2009         | Common<br>Stock | 2,000                               |
| Option<br>(right to<br>buy)                         | \$ 31.3   |   |   |   |  |  |   | (2)                 | 03/29/2009         | Common<br>Stock | 8,000                               |

|  |          |            |  |   |        |            |            |                 |        |
|--|----------|------------|--|---|--------|------------|------------|-----------------|--------|
| Option<br>(right to<br>buy)            | \$ 31.3  |            |  |   |        | <u>(2)</u> | 01/11/2011 | Common<br>Stock | 6,333  |
| Option<br>(right to<br>buy)            | \$ 31.3  |            |  |   |        | <u>(2)</u> | 11/15/2011 | Common<br>Stock | 13,800 |
| Option<br>(right to<br>buy)            | \$ 36.66 |            |  |   |        | <u>(4)</u> | 11/21/2012 | Common<br>Stock | 16,830 |
| Option<br>(right to<br>buy)            | \$ 24.49 |            |  |   |        | <u>(4)</u> | 11/18/2010 | Common<br>Stock | 5,000  |
| Option<br>(right to<br>buy)            | \$ 31.71 |            |  |   |        | <u>(4)</u> | 12/09/2011 | Common<br>Stock | 5,000  |
| Option<br>(right to<br>buy)            | \$ 31.52 |            |  |   |        | <u>(4)</u> | 01/16/2012 | Common<br>Stock | 10,000 |
| Option<br>(right to<br>buy)            | \$ 26.47 |            |  |   |        | <u>(4)</u> | 05/31/2012 | Common<br>Stock | 50,000 |
| Option<br>(right to<br>buy) <u>(3)</u> | \$ 24.75 | 12/07/2005 |  | A | 16,750 | <u>(4)</u> | 12/06/2012 | Common<br>Stock | 16,750 |
| Option<br>(right to<br>buy)            | \$ 31.3  |            |  |   |        | <u>(2)</u> | 04/01/2008 | Common<br>Stock | 67     |
| Option<br>(right to<br>buy)            | \$ 31.3  |            |  |   |        | <u>(2)</u> | 03/12/2010 | Common<br>Stock | 67     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Hellyar Mary Jane<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

## Signatures

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

12/09/2005

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

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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