

EASTMAN KODAK CO

Form 4

December 29, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN CHARLES S JR

(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)
12/29/2005

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 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				(A) or (D)	9,339 ⁽¹⁾	D	
Common Stock					1,521.039 ⁽²⁾	I	By Trustee in 401(k)
Common Stock					83.687 ⁽³⁾	I	By Trustee of ESOP

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
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SEC 1474
(9-02)

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)		8. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/09/2004	Common Stock	5,733
Option (right to buy)	\$ 31.3							<u>(4)</u>	04/19/2005	Common Stock	5,867
Option (right to buy)	\$ 31.3							<u>(4)</u>	10/12/2005	Common Stock	3,333
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/28/2006	Common Stock	7,353
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/12/2007	Common Stock	327
Option (right to buy)	\$ 31.3							<u>(4)</u>	04/03/2007	Common Stock	7,308
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/01/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/12/2008	Common Stock	209
Option (right to buy)	\$ 24.49							<u>(6)</u>	11/18/2010	Common Stock	14,750
	\$ 31.3							<u>(4)</u>	04/01/2008		9,000

Option (right to buy)				Common Stock	
Option (right to buy)	\$ 31.3	<u>(4)</u>	03/11/2009	Common Stock	519
Option (right to buy)	\$ 31.3	<u>(4)</u>	03/31/2009	Common Stock	10,500
Option (right to buy)	\$ 31.3	<u>(4)</u>	03/29/2010	Common Stock	16,667
Option (right to buy)	\$ 31.3	<u>(4)</u>	04/12/2010	Comon Stock	5,000
Option (right to buy)	\$ 31.3		05/24/2004 05/23/2011	Common Stock	3,333
Option (right to buy)	\$ 31.3		11/16/2004 11/15/2011	Common Stock	32,200
Option (right to buy)	\$ 36.66	<u>(6)</u>	11/21/2012	Common Stock	32,200
Option (right to buy)	\$ 31.71	<u>(6)</u>	12/09/2011	Common Stock	16,750
Option (right to buy)	\$ 26.47	<u>(6)</u>	05/31/2012	Common Stock	63,750
Option (right to buy) ⁽⁵⁾	\$ 24.75	<u>(6)</u>	12/06/2012	Common	20,940

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN CHARLES S JR 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S.
Brown, Jr.

12/29/2005

__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.

This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units.
- (4) These options have vested.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Form 4 filed by Charles S.

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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