EASTMAN KODAK CO

Form 4

August 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A LANGLEY	Address of Repo JAMES J	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	EASTMAN KODAK CO [EK] 3. Date of Earliest Transaction	(Check all applicable)		
343 STATE STREET		· · ·	(Month/Day/Year) 07/18/2006	Director 10% OwnerX_ Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER, NY 14650			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned		

		Table 1-1001-Delivative Securities Acquired, Disposed of, of Deficically Own							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)	Reported			
					(A)	Transaction(s)			
			Codo V	Amount	or (D) Price	(Instr. 3 and 4)			
			Code V	Amount	(D) Price				
Common						12,401 (1)	D		
Stock						12, 101	2		

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

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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. Transact Code (Instr. 8)	tion	5. Number of Derive Securiti Acquires (A) or Dispose (D) (Instr. 3 and 5)	erivative Date urities (Month/Day/Year) uired or oosed of r. 3, 4,				7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar	
Option (right to buy)	\$ 24.49							<u>(3)</u>	11/18/2010	common stock	13	
Option (right to buy)	\$ 31.71							(3)	12/09/2011	Common Stock	16	
Option (right to buy)	\$ 26.47							<u>(3)</u>	05/31/2012	Common Stock	62	
Option (right to buy) (2)	\$ 24.75							<u>(3)</u>	12/06/2012	Common Stock	20	
Restricted Stock Units (4)	<u>(5)</u>	07/18/2006		A		38.26 (6)		12/31/2006 <u>(7)</u>	12/31/2006(7)	Common Stock	3,39	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of their remains a remainder	Director	10% Owner	Officer	Other				
LANGLEY JAMES J								
343 STATE STREET			Senior Vice President					
ROCHESTER, NY 14650								

Signatures

Laurence L. Hickey, as attorney-in-fact for James J.

Langley

08/08/2006

**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) Some of these shares are restricted.
- (2) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.

Reporting Owners 2

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- (4) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2004 cycle.
- (5) These units convert on a one-for-one basis.
- (6) These units were credited to the reporting person's account as dividend equivalents.
- (7) 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.