

EASTMAN KODAK CO
Form 4
December 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CARP DANIEL A

(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
 Officer (give title below) Other (specify below)
Chairman

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				(A) or (D)	34,771 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	5,034.704 ⁽²⁾	I	By Trustee in 401(k)
Common Stock					83.687 ⁽³⁾	I	By Trustee in ESOP

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

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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 of Number of Shares
Option (right to buy)	\$ 42.938					(4) 02/14/2004		common stock	7,600
Option (right to buy)	\$ 56.313					(4) 04/19/2005		common stock	14,820
Option (right to buy)	\$ 62.6875					(4) 10/31/2005		common stock	15,000
Option (right to buy)	\$ 71.813					(4) 03/28/2006		common stock	34,000
Option (right to buy)	\$ 90.438					(4) 03/12/2007		common stock	1,993
Option (right to buy)	\$ 74.313					(4) 04/03/2007		common stock	50,000
Option (right to buy)	\$ 61.594					(4) 03/12/2008		common stock	1,402
Option (right to buy)	\$ 65.906					(4) 04/01/2008		common stock	100,000
Option (right to buy)	\$ 73.844					(4) 04/30/2008		common stock	300,000
Option (right to buy)	\$ 66.75					(4) 03/11/2009		common stock	2,223
Option (right to buy)	\$ 63.875					(4) 03/31/2009		common stock	100,000

buy)

Option (right to buy)	\$ 55.188				(4)	03/29/2010	common stock	100,000
Option (right to buy)	\$ 40.9687					01/12/2004 01/11/2011	common stock	160,000
Option (right to buy)	\$ 29.31					11/16/2004 11/15/2011	common stock	250,000
Option (right to buy)	\$ 36.66				(5)	11/21/2012	common stock	175,000
Option (right to buy)	\$ 24.49				(5)	11/18/2010	common stock	72,000
Option (right to buy)	\$ 31.71				(5)	12/09/2011	Common Stock	108,000
Option (right to buy)	\$ 26.47				(5)	05/31/2012	Common Stock	91,667
Option (right to buy) (6)	\$ 24.75	12/07/2005		A		108,000	(5)	12/06/2012 Common 108,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARP DANIEL A 343 STATE STREET ROCHESTER, NY 14650	X		Chairman	

Signatures

Laurence L. Hickey, as attorney-in-fact for Daniel A. Carp
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)

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This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. 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.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.

Remarks:

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

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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