

MEEK DANIEL T
 Form 4
 December 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
 MEEK DANIEL T

(Last) (First) (Middle)

EASTMAN KODAK
 COMPANY, 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)
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					8,363	D	
Common Stock					1,742	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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 (9-02)

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/31/2009	Common Stock	8,000
Option (right to buy)	\$ 31.3					<u>(3)</u>	09/17/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/11/2009	Common Stock	107
Option (right to buy)	\$ 31.3					<u>(3)</u>	03/29/2010	Common Stock	11,200
Option (right to buy)	\$ 31.3					<u>(3)</u>	01/11/2011	Common Stock	15,301
Option (right to buy)	\$ 31.3					<u>(4)</u>	11/15/2011	Common Stock	20,000
Option (right to buy)	\$ 36.66					<u>(4)</u>	03/31/2009	Common Stock	21,420
Option (right to buy)	\$ 24.49					<u>(4)</u>	11/18/2010	Common Stock	6,975
Option (right to buy) ⁽¹⁾	\$ 25.85					<u>(4)</u>	05/03/2011	Common Stock	10,000
Option (right to buy)	\$ 31.71					<u>(4)</u>	12/09/2011	Common Stock	16,200
Option (right to buy)	\$ 26.47					<u>(4)</u>	05/31/2012	Common Stock	52,500

buy)

Option (right to buy) <u>(2)</u>	\$ 24.75	12/07/2005	A	25,130	<u>(4)</u>	12/06/2012	Common Stock	25,130
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEEK DANIEL T EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact For Daniel T. Meek	12/09/2005
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 **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) Employee stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (3) These options have vested.
- (4) The 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. 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.