

EASTMAN KODAK CO
Form 4
March 16, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
02/20/2006

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 Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)	19,836 ⁽¹⁾	D	
Common Stock				(A) or (D)	23.6967	I	by Trustee of ESOP
Common Stock				(A) or (D)	42	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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SEC 1474 (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 Security (Instr. 3 and 4)	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>(2)</u>	03/28/2006	Common Stock	1,8
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/03/2007	Common Stock	3,0
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/12/2006	Common Stock	9
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/31/2008	Common Stock	3,0
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/01/2006	Common Stock	3,7
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/11/2009	Common Stock	27
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/31/2009	Common Stock	3,7
Option (right to buy)	\$ 31.3					<u>(2)</u>	05/02/2009	Common Stock	2,0
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/29/2009	Common Stock	8,0
Option (right to buy)	\$ 31.3					<u>(2)</u>	01/11/2011	Common Stock	6,3

buy)

Option (right to buy)	\$ 31.3					<u>(2)</u>	11/15/2011	Common Stock	13,
Option (right to buy)	\$ 36.66					<u>(4)</u>	11/21/2012	Common Stock	16,
Option (right to buy)	\$ 24.49					<u>(4)</u>	11/18/2010	Common Stock	5,0
Option (right to buy)	\$ 31.71					<u>(4)</u>	12/09/2011	Common Stock	5,0
Option (right to buy)	\$ 31.52					<u>(4)</u>	01/16/2012	Common Stock	10,
Option (right to buy)	\$ 26.47					<u>(4)</u>	05/31/2012	Common Stock	50,
Option (right to buy) ⁽³⁾	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	16,
Restricted Stock Units ⁽⁵⁾	<u>6</u>	02/20/2006	A	1,466	12/31/2006 ⁽⁷⁾	12/31/2006 ⁽⁷⁾		Common Stock	1,4
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/01/2008	Common Stock	6
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/12/2010	Common Stock	6

Reporting Owners

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

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 03/16/2006

__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) 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.
- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (6) These units convert on a one-for-one basis.
- (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.