EASTMAN KODAK CO

Form 4

March 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MEEK DANIEL T Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner __Other (specify X_ Officer (give title _ EASTMAN KODAK 02/20/2006 below) COMPANY, 343 STATE STREET Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ROCHESTER, NY 14650 Person

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of 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				
			Code V	(A) or Amount (D) Prio	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)				
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: EASTMAN KODAK CO - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	ior	5. Num of Deri Securit Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative ies ed ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	7	(A)	(D)		Expiration Date	Title	Amo or Num of Sh
Option (right to buy)	\$ 31.3							(3)	03/31/2009	Common Stock	8,0
Option (right to buy)	\$ 31.3							(3)	09/17/2008	Common Stock	5,0
Option (right to buy)	\$ 31.3							(3)	03/11/2009	Common Stock	10
Option (right to buy)	\$ 31.3							(3)	03/29/2010	Common Stock	11,1
Option (right to buy)	\$ 31.3							(3)	01/11/2011	Common Stock	15,
Option (right to buy)	\$ 31.3							<u>(4)</u>	11/15/2011	Common Stock	20,
Option (right to buy)	\$ 36.66							<u>(4)</u>	03/31/2009	Common Stock	21,
Option (right to buy)	\$ 24.49							<u>(4)</u>	11/18/2010	Common Stock	6,9
Option (right to buy) (1)	\$ 25.85							<u>(4)</u>	05/03/2011	Common Stock	10,
Option (right to buy)	\$ 31.71							<u>(4)</u>	12/09/2011	Common Stock	16,
Option	\$ 26.47							<u>(4)</u>	05/31/2012	Common	52,

Edgar Filing: EASTMAN KODAK CO - Form 4

(right to buy)								Stock	
Option (right to buy) (2)	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	25,
Restricted Stock Units (5)	<u>(6)</u>	02/20/2006	A	,	2,066	12/31/2006(7)	12/31/2006(7)	Common Stock	2,0

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

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) 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 Compensaton Plan.
- (3) These options have vested.
- (4) The options vest one-third on each of the first three anniversaries of the grant date.
- (5) Theses 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.

Reporting Owners 3