

EASTMAN KODAK CO
 Form 3
 September 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Wilfong Diane E		(Month/Day/Year)	EASTMAN KODAK CO [EK]	
(Last)	(First)	(Middle)	09/05/2006	
343 STATE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ROCHESTER,Â NYÂ 14650			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Controller	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	750 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Option (right to buy)	Â (2)	07/19/2009	Common Stock	1,840	\$ 31.3	D	Â
Option (right to buy)	Â (2)	03/29/2010	Common Stock	4,600	\$ 31.3	D	Â
Option (right to buy)	Â (2)	01/11/2011	Common stock	5,933	\$ 31.3	D	Â
Option (right to buy)	Â (2)	11/15/2011	Common Stock	9,250	\$ 31.3	D	Â
Option (right to buy)	Â (2)	11/21/2012	Common Stock	9,250	\$ 36.66	D	Â
Option (right to buy)	Â (2)	02/06/2013	Common Stock	3,000	\$ 30.42	D	Â
Restricted Stock Units (3)	12/31/2006	12/31/2006	Common Stock	773.72	\$ 21.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilfong Diane E 343 STATE STREET ROCHESTER, NY 14650	Â	Â	Â Controller	Â

Signatures

Laurence L. Hickey as attorney-in-fact for Diane E. Wilfong
09/14/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are restricted.

(2) These options vest one-third on each of the first three anniversaries of the date of grant.

(3) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

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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