

Lloyd William J  
Form 4  
January 03, 2007

**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 \*  
Lloyd William J

(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)  
12/31/2006

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 Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock	12/31/2006		M	1,197.7 (1) A \$ 0	4,507.7 (3)	D	
Common Stock	12/31/2006		F	405.7 (2) D \$ 25.86	4,102 (3)	D	

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 Underlying (Instr. 3 and 7)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 24.49					<u>(5)</u> 11/18/2010	Common Stock
Option (right to buy)	\$ 31.74					<u>(5)</u> 12/08/2011	Common Stock
Option (right to buy)	\$ 31.17					<u>(5)</u> 12/09/2011	Common Stock
Option (right to buy)	\$ 26.46					<u>(5)</u> 05/11/2012	Common Stock
Option (right to buy)	\$ 26.47					<u>(5)</u> 05/31/2012	Common Stock
Option (right to buy) <sup>(4)</sup>	\$ 24.75					<u>(5)</u> 12/06/2012	Common Stock
Option (right to buy) <sup>(4)</sup>	\$ 25.88					<u>(5)</u> 12/11/2013	Common Stock
Restricted Stock Units <sup>(6)</sup>	<u>(7)</u>	12/14/2006		A	11.33 <u>(8)</u>	12/31/2006 <sup>(9)</sup> 12/31/2006 <sup>(9)</sup>	Common Stock
Restricted Stock Units	<u>(7)</u>	12/31/2006		M	1,197.7	<u>(10)</u> <u>(10)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Senior Vice President

Lloyd William J  
343 STATE STREET  
ROCHESTER, NY 14650

## Signatures

Patrick M. Sheller, as attorney-in-fact for William J.  
Lloyd

01/03/2007

\_\_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) Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.
- (2) Payment of withholding taxes.
- (3) Some of these shares are restricted.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (7) These units convert on a one-for-one basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) This is the date these restricted stock units will vest.
- (10) Not Applicable

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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