

EASTMAN KODAK CO

Form 4

August 06, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hawley Michael

(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)  
08/06/2007

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                                  | (A)<br>or<br>(D) Price                                                     | 5,362.55 <sup>(1)</sup>                                                                                            | D                                                                    |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. De<br>Se<br>(In    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D)                                                                 |                       |
| Option<br>(right to<br>buy) <sup>(2)</sup>          | \$ 31.71                                                           |                                         |                                                             |                                         |                                                                                                                 | <sup>(3)</sup>                                                 | 12/09/2014                                                          | Common<br>Stock 1,500 |
| Option<br>(right to<br>buy) <sup>(4)</sup>          | \$ 24.75                                                           |                                         |                                                             |                                         |                                                                                                                 | <sup>(3)</sup>                                                 | 12/06/2012                                                          | Common<br>Stock 1,500 |
| Option<br>(right to<br>buy) <sup>(4)</sup>          | \$ 25.88                                                           |                                         |                                                             |                                         |                                                                                                                 | <sup>(3)</sup>                                                 | 12/11/2013                                                          | Common<br>Stock 1,500 |
| Phantom<br>Stock<br>Units                           | <sup>(5)</sup>                                                     | 07/16/2007                              |                                                             | J                                       | V                                                                                                               | 33.24<br><sup>(7)</sup>                                        | <sup>(6)</sup> <sup>(6)</sup>                                       | Common<br>Stock 33.24 |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |         |       |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                    | Director      | 10% Owner | Officer | Other |
| Hawley Michael<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | X       |       |

## Signatures

Laurence L. Hickey, as attorney-in-fact for Michael  
Hawley

08/06/2007

                    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) Grant of shares in partial payment of annual retainer.
- (2) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (3) These options vest one year after the date of grant

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- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) This award converts to common stock on a 1-for-1 basis.
- (6) Phantom stock units do not have exercise dates or expiration dates.
- (7) These units were credited to the reporting person's account as dividend equivalents.

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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