

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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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 *
MEEK DANIEL T

(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)
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 Ownership (Instr. 4)
				(A) or (D) Price			
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.

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(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	
Option (right to buy)	\$ 31.3					<u>(3)</u> 03/31/2009	Common Stock	8,000
Option (right to buy)	\$ 31.3					<u>(3)</u> 09/17/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3					<u>(3)</u> 03/11/2009	Common Stock	10,000
Option (right to buy)	\$ 31.3					<u>(3)</u> 03/29/2010	Common Stock	11,000
Option (right to buy)	\$ 31.3					<u>(3)</u> 01/11/2011	Common Stock	15,000
Option (right to buy)	\$ 31.3					<u>(4)</u> 11/15/2011	Common Stock	20,000
Option (right to buy)	\$ 36.66					<u>(4)</u> 03/31/2009	Common Stock	21,000
Option (right to buy)	\$ 24.49					<u>(4)</u> 11/18/2010	Common Stock	6,900
Option (right to buy) ⁽¹⁾	\$ 25.85					<u>(4)</u> 05/03/2011	Common Stock	10,000
Option (right to buy)	\$ 31.71					<u>(4)</u> 12/09/2011	Common Stock	16,000
Option	\$ 26.47					<u>(4)</u> 05/31/2012	Common	52,000

(right to buy)								Stock	
Option (right to buy) ⁽²⁾	\$ 24.75				⁽⁴⁾	12/06/2012		Common Stock	25,
Restricted Stock Units ⁽⁵⁾	⁽⁶⁾	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
⁽²⁾ 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 Compensation Plan.
- (3) These options have vested.
- (4) The 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.