

EASTMAN KODAK CO
Form 4
December 29, 2005

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 *
BROWN CHARLES S JR

(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)
12/29/2005

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. ... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units | (1) | | | | | | | | (2) | (2) | Common Stock | 1,737.31 |
| Stock Units | (1) | 07/15/2005 | A | 16.21 (3) | | | | | (2) | (2) | Common Stock | 125.7 |
| Stock Units | (1) | 12/14/2005 | A | 19.01 (3) | | | | | (2) | (2) | Common Stock | 144.71 |
| Stock Units | (1) | | | | | | | | (2) | (2) | Common Stock | 5,227.09 |
| Stock Units | (1) | 07/15/2005 | A | 49.12 (3) | | | | | (2) | (2) | Common Stock | 380.94 |
| Stock Units | (1) | 12/14/2005 | A | 57.62 (3) | | | | | (2) | (2) | Common Stock | 438.56 |
| Restricted Share Units | (1) | | | | | | | | (2) | (2) | Common Stock | 4,123.65 |
| Share Units | (1) | 07/15/2005 | A | 87.72 (3) | | | | | (2) | (2) | Common Stock | 5,890.25 |
| Share Units | (1) | 12/14/2005 | A | 102.9 (3) | | | | | (2) | (2) | Common Stock | 5,993.15 |
| Stock Unit | (1) | 07/15/2005 | A | 76.5 (3) | | | | | (2) | (2) | Common Stock | 8,733.49 |
| Stock Unit | (1) | 12/14/2005 | A | 89.74 (3) | | | | | (2) | (2) | Common Stock | 8,823.23 |
| Phantom Stock Units | (1) | 07/15/2005 | A | 52.39 (3) | | | | | (2) | (2) | Common Stock | 5,981.21 |
| Phantom Stock Units | (1) | 12/14/2005 | A | 61.47 (3) | | | | | (2) | (2) | Common Stock | 6,042.68 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN CHARLES S JR
343 STATE STREET
ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S.
Brown, Jr.

12/29/2005

__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) These units convert on a one-for-one basis.
 - (2) This date is not applicable to these units.
 - (3) These units were credited to the reporting person's account as dividend equivalents.

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Form 4 filed by Charles

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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