EASTMAN KODAK CO

Form 4

August 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Haag Joyce P Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 343 STATE STREET 07/18/2006 below) Senior Vice President

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

ROCHESTER, NY 14650

(Ctata)

(City)	(State)	^(Zip) Tabl	e I - Non-E	D erivative	Secur	ities A	cquired, Disposed	l of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D))	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)
Common Stock					` '		5,230.9779	I	By Trustee in 401(k)
Common Stock							23.6967	I	By Trustee in ESOP
Common Stock							4,110.8546	I	By Trustee in Spouse's 401(k)
Common Stock							23.6967	I	By Trustee in Spouse's ESOP
							100	I	

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Common Stock			By Trustee in IRA
Common Stock	100	I	By Spouse
Common Stock	100 (1)	I	By adult children
Common Stock	733	I	As a Trustee of Gull Rock Foundation, Inc.
Common Stock	4,300	I	As co-Manager of Pluta Family, LLC

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 (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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/03/2007	Common Stock	1,76
Option (right to buy)	\$ 31.3					(2)	03/17/2008	Common Stock	97
Option (right to buy)	\$ 31.3					(2)	04/01/2008	Common Stock	2,20
	\$ 31.3					(2)	05/04/2008		600

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Option (right to buy)							Common Stock	
Option (right to buy)	\$ 31.3				(2)	03/11/2009	Common Stock	241
Option (right to buy)	\$ 31.3				(2)	03/31/2009	Common Stock	2,20
Option (right to buy)	\$ 31.3				(2)	03/29/2010	Common Stock	2,93
Option (right to buy)	\$ 31.3				(2)	01/11/2011	Common Stock	3,66
Option (right to buy)	\$ 31.3				(2)	11/15/2011	Common Stock	6,50
Option (right to buy)	\$ 36.66				(3)	11/21/2011	Common Stock	6,87
Option (right to buy)	\$ 26.47				(3)	05/31/2012	Common Stock	30,83
Option (right to buy)	\$ 27.06				(3)	06/29/2012	Common Stock	10,0
Option (right to buy)	\$ 27.06				(3)	06/29/2012	Common Stock	10,0
Option (right to buy) (4)	\$ 24.75				(3)	12/06/2012	Common Stock	12,4
Restricted Stock Units (5)	<u>(6)</u>	07/18/2006	A	7.56 (7)	12/31/2006(8)	12/31/2006(8)	Common Stock	670.
Option (right to buy)	\$ 31.3				(2)	04/01/2008	Common Stock	67
Option (right to buy)	\$ 31.3				(2)	03/12/2010	Common Stock	67

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Joyce P. Haag

08/08/2006

**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).
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) These Options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, cycle 2004-2005.
- (6) These units convert on a one-for-one basis.
- (7) These units were credited to the reporting person's account as dividend equivalents.
- (8) 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.

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