EASTMAN KODAK CO

Form 4 March 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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 Faraci Philip J Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 343 STATE STREET 02/27/2007 below) Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

ROCHESTER, NY 14650

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount 5,387	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock	02/27/2007		A	<u>(1)</u>	A	24.24	15,387 <u>(1)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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 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. Transacti Code (Instr. 8)	Securi	ivative ties red sed of 3, 4,	•		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Option (right to buy)	\$ 26.47						<u>(2)</u>	05/31/2012	Common Stock	52
Option (right to buy)	\$ 26.46						<u>(2)</u>	05/11/2012	Common Stock	10
Option (right to buy) (3)	\$ 24.75						<u>(2)</u>	12/06/2012	Common Stock	20
Option (right to buy) (3)	\$ 25.01						(2)	01/31/2013	Commons Stock	25
Option (right to buy) (3)	\$ 32.5						(2)	12/05/2011	Common Stock	32
Option (right to buy) (3)	\$ 25.88						(2)	12/11/2013	Common Stock	58
Restricted Stock Units (4)	<u>(5)</u>	02/27/2007		A	4,86	8	12/31/2007 <u>(6)</u>	12/31/2007 <u>(6)</u>	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Faraci Philip J 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President					
Signatures								
Laurence L. Hickey, as attorney Faraci	y-in-fact	for Philip J.	03/01/2007					
**Signature of Reporting	ng Person		Date					

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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 shares are restricted.
- (2) These options vest one-third on each of the first three anniversaries of the grant date.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (4) These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (5) These units convert on a one-for-one basis.
- (6) 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.