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

30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Section 16.

Form 4 or

Form 5

obligations
may continue.

SECURITIES

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

1(b).

(City)

(Print or Type Responses)

(State)

(Zin)

See Instruction

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
EASTMAN KODAK CO [EK] 3. Data of Earliest Transaction	(Check all applicable)		
(Month/Day/Year)	Director 10% Owner		
02/27/2007	X Officer (give title Other (specify below)		
	Senior Vice President		
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 Form filed by More than One Reporting Person		
	Symbol EASTMAN KODAK CO [EK] 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2007 4. If Amendment, Date Original		

(City)	(State)	Table Table	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficiall	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/27/2007		A	5,179 (1)	A	\$ 24.24	17,313 <u>(2)</u>	D	

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)

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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)	Code	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	*		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Option (right to buy)	\$ 24.49					<u>(3)</u>	11/18/2010	common stock	13,
Option (right to buy)	\$ 31.71					(3)	12/09/2011	Common Stock	16,
Option (right to buy)	\$ 26.47					(3)	05/31/2012	Common Stock	62,
Option (right to buy) (4)	\$ 24.75					(3)	12/06/2012	Common Stock	20,
Option (right to buy) (4)	\$ 25.88					(3)	12/11/2013	Common Stock	58,
Restricted Stock Units (5)	<u>(6)</u>	02/27/2007		A	4,868	12/31/2007 <u>(7)</u>	12/31/2007 <u>(7)</u>	Common Stock	4,8

Reporting Owners

Reporting Owner Name / Address

	Director	10% Owner	Officer	Other
LANGLEY JAMES J 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	
Signatures				
Laurence L. Hickey, as attorn Langley	03/01/2007			
**Signature of Rep	orting Person		Date	

Reporting Owners 2

Relationships

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