

EASTMAN KODAK CO
Form 4
December 09, 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 *
CARP DANIEL A

(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)
12/07/2005

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)
Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 34,771 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 5,034.704 ⁽²⁾ | I | By Trustee in 401(k) |
| Common Stock | | | | (A) or (D) | 83.687 ⁽³⁾ | I | By Trustee in ESOP |

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

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number.

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Option (right to buy) | \$ 42.938 | | | | | (4) | 02/14/2004 | common stock | 7,600 |
| Option (right to buy) | \$ 56.313 | | | | | (4) | 04/19/2005 | common stock | 14,820 |
| Option (right to buy) | \$ 62.6875 | | | | | (4) | 10/31/2005 | common stock | 15,000 |
| Option (right to buy) | \$ 71.813 | | | | | (4) | 03/28/2006 | common stock | 34,000 |
| Option (right to buy) | \$ 90.438 | | | | | (4) | 03/12/2007 | common stock | 1,993 |
| Option (right to buy) | \$ 74.313 | | | | | (4) | 04/03/2007 | common stock | 50,000 |
| Option (right to buy) | \$ 61.594 | | | | | (4) | 03/12/2008 | common stock | 1,402 |
| Option (right to buy) | \$ 65.906 | | | | | (4) | 04/01/2008 | common stock | 100,000 |
| Option (right to buy) | \$ 73.844 | | | | | (4) | 04/30/2008 | common stock | 300,000 |
| Option (right to buy) | \$ 66.75 | | | | | (4) | 03/11/2009 | common stock | 2,223 |
| Option (right to buy) | \$ 63.875 | | | | | (4) | 03/31/2009 | common stock | 100,000 |

buy)

| | | | | | | | | |
|---------------------------------|------------|------------|--|---|-----|-----------------------|-----------------|---------------------------|
| Option (right to buy) | \$ 55.188 | | | | (4) | 03/29/2010 | common stock | 100,000 |
| Option (right to buy) | \$ 40.9687 | | | | | 01/12/2004 01/11/2011 | common stock | 160,000 |
| Option (right to buy) | \$ 29.31 | | | | | 11/16/2004 11/15/2011 | common stock | 250,000 |
| Option (right to buy) | \$ 36.66 | | | | (5) | 11/21/2012 | common stock | 175,000 |
| Option (right to buy) | \$ 24.49 | | | | (5) | 11/18/2010 | common stock | 72,000 |
| Option (right to buy) | \$ 31.71 | | | | (5) | 12/09/2011 | Common Stock | 108,000 |
| Option (right to buy) | \$ 26.47 | | | | (5) | 05/31/2012 | Common Stock | 91,667 |
| Option (right to buy) (6) | \$ 24.75 | 12/07/2005 | | A | | 108,000 | (5) | 12/06/2012 Common 108,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| CARP DANIEL A 343 STATE STREET ROCHESTER, NY 14650 | X | | Chairman | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Daniel A. Carp 12/09/2005

__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) Some of these shares are restricted.

(2)

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This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.

- (3) This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Forms 4 filed by the Danie

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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