

BRUST ROBERT H
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 *
BRUST ROBERT H

(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)
CFO, Exec. 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 46,636 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 1,741.651 ⁽²⁾ | I | By Trustee in 401(k) |

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

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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 Number Shares |
| Option (right to buy) | \$ 65.625 | | | | | (3) 01/02/2010 | | common stock | 200,000 |
| Option (right to buy) | \$ 55.188 | | | | | (4) 03/29/2010 | | common stock | 28,000 |
| Option (right to buy) | \$ 29.31 | | | | | 11/16/2004 11/15/2011 | | common stock | 78,000 |
| Option (right to buy) | \$ 36.66 | | | | | (6) 11/21/2012 | | common stock | 42,000 |
| Option (right to buy) | \$ 24.49 | | | | | (6) 11/18/2010 | | common stock | 14,400 |
| Option (right to buy) | \$ 31.71 | | | | | (6) 12/09/2011 | | Common Stock | 18,000 |
| Option (right to buy) | \$ 26.47 | | | | | (6) 05/31/2012 | | Common Stock | 62,333 |
| Option (right to buy) (5) | \$ 24.75 | | | | | (6) 12/06/2012 | | Common | 18,000 |
| Restricted Share Units | (7) | | | | | (8) (8) | | common stock | 5,188 |
| Share Units | (7) | 07/15/2005 | | A | 108.27 (9) | (8) (8) | | Common Stock | 7,171 |
| Share Units | (7) | 12/14/2005 | | A | 127.01 (9) | (8) (8) | | Common Stock | 7,298 |
| Stock Unit | (7) | 07/15/2005 | | A | 112.51 (9) | (8) (8) | | Common Stock | 12,843 |

| | | | | | | | | |
|------------|-----|------------|---|---------------|-----|-----|-----------------|--------|
| Stock Unit | (7) | 12/14/2005 | A | 131.98 (9) | (8) | (8) | Common Stock | 12,975 |
|------------|-----|------------|---|---------------|-----|-----|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUST ROBERT H 343 STATE STREET ROCHESTER, NY 14650 | | | CFO, Exec. Vice President | |

Signatures

| | |
|---|------------|
| Laurence L. Hickey, as attorney-in-fact for Robert H. Brust | 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) Some of these share are restricted.
This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (2) 140,000 of these options have vested. 30,000 vest on 01/03/04 and the remaining 30,000 vest on 01/03/05.
- (3) These options have vested.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) These units convert on a one-for-one basis.
- (7) This date is not applicable to these units.
- (8) These units were credited to the reporting person's account as dividend equivalents.

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.