

EASTMAN KODAK CO
 Form 4
 March 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
BERMAN ROBERT L

(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)
02/20/2006

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)
Senior 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 | 18,052 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 23.282 | I | By Trustee of ESOP |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/28/2006 | common stock 1,8 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 04/03/2007 | common stock 2,3 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/12/2008 | common stock 9 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 04/01/2008 | common stock 3,2 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 05/04/2008 | common stock 1,2 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/11/2009 | common stock 25 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/31/2009 | common stock 2,7 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/29/2010 | common stock 4,9 |
| Option (right to buy) | \$ 31.3 | | | | | 01/12/2004 01/11/2011 | common stock 8,8 |
| Option (right to buy) | \$ 31.3 | | | | | 11/16/2004 11/15/2011 | common stock 13, |
| Option | \$ 31.3 | | | | | (4) 08/25/2012 | common 5,0 |

| | | | | | | | | | | |
|----------------------------|----------|------------|--|---|-------|-----|---------------|---------------|--------------|-----|
| (right to buy) | | | | | | | | | stock | |
| Option (right to buy) | \$ 36.66 | | | | | (4) | 11/21/2012 | common stock | 19, | |
| Option (right to buy) | \$ 24.49 | | | | | (4) | 11/18/2010 | common stock | 5,8 | |
| Option (right to buy) | \$ 31.71 | | | | | (4) | 12/09/2011 | Common Stock | 5,8 | |
| Option (right to buy) | \$ 26.46 | | | | | (4) | 05/11/2012 | Common Stock | 10, | |
| Option (right to buy) | \$ 26.47 | | | | | (4) | 05/31/2012 | Common Stock | 32, | |
| Option (right to buy) (3) | \$ 24.75 | | | | | (4) | 12/06/2012 | Common Stock | 15, | |
| Restricted Stock Units (5) | (6) | 02/20/2006 | | A | 3,203 | | 12/31/2006(7) | 12/31/2006(7) | Common Stock | 3,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN ROBERT L 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert L. Berman 03/16/2006

__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).

- (1) Some of these shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.

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- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (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.