

EASTMAN KODAK CO
Form 4
March 16, 2006

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 *
Haag Joyce P

(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) | 5,230.9779 | I | By Trustee in 401(k) |
| Common Stock | | | | (A) or (D) | 23.6967 | I | By Trustee in ESOP |
| Common Stock | | | | (A) or (D) | 4,110.8546 | I | By Trustee in Spouse's 401(k) |
| Common Stock | | | | (A) or (D) | 23.6967 | I | By Trustee in Spouse's ESOP |
| | | | | (A) or (D) | 100 | I | |

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| | | | | | | |
|--------------|--|--------------------|---|--|--|--|
| Common Stock | | | | | | By Trustee in IRA |
| Common Stock | | 100 | I | | | By Spouse |
| Common Stock | | 100 ⁽¹⁾ | I | | | By adult children |
| Common Stock | | 733 | I | | | As a Trustee of Gull Rock Foundation, Inc. |
| Common Stock | | 4,300 | I | | | As co-Manager of Pluta Family, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 or Number of Shares |
| Option (right to buy) | \$ 31.3 | | | | | <u>(2)</u> | 03/28/2006 | Common Stock | 1,200 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(2)</u> | 04/03/2007 | Common Stock | 1,760 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(2)</u> | 03/17/2008 | Common Stock | 97 |
| | \$ 31.3 | | | | | <u>(2)</u> | 04/01/2008 | | 2,200 |

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| | | | | | | | | | |
|---|------------|------------|---|-----|-----------------------|-----------------------|--|-----------------|--------|
| Option (right to buy) | | | | | | | | Common Stock | |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 05/04/2008 | | Common Stock | 600 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 03/11/2009 | | Common Stock | 241 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 03/31/2009 | | Common Stock | 2,200 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 03/29/2010 | | Common Stock | 2,930 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 01/11/2011 | | Common Stock | 3,660 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 11/15/2011 | | Common Stock | 6,500 |
| Option (right to buy) | \$ 36.66 | | | | <u>(3)</u> | 11/21/2011 | | Common Stock | 6,870 |
| Option (right to buy) | \$ 26.47 | | | | <u>(3)</u> | 05/31/2012 | | Common Stock | 30,830 |
| Option (right to buy) | \$ 27.06 | | | | <u>(3)</u> | 06/29/2012 | | Common Stock | 10,000 |
| Option (right to buy) | \$ 27.06 | | | | <u>(3)</u> | 06/29/2012 | | Common Stock | 10,000 |
| Option (right to buy) <u>(4)</u> | \$ 24.75 | | | | <u>(3)</u> | 12/06/2012 | | Common Stock | 12,400 |
| Restricted Stock Units <u>(5)</u> | <u>(6)</u> | 02/20/2006 | A | 663 | 12/31/2006 <u>(7)</u> | 12/31/2006 <u>(7)</u> | | Common Stock | 663 |
| Option (right to buy) | \$ 31.3 | | | | <u>(2)</u> | 04/01/2008 | | Common Stock | 67 |
| Option (right to | \$ 31.3 | | | | <u>(2)</u> | 03/12/2010 | | Common Stock | 67 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

| | |
|--|---------------------|
| Laurence L. Hickey, as attorney-in-fact for Joyce P. Haag | 03/16/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) These Options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, cycle 2004-2005.
- (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.