

EASTMAN KODAK CO
Form 4
January 03, 2008

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 *
Hellyar Mary Jane

(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)
12/31/2007

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)
Executive 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2007		M	(A) or (D) A	Amount 3,973.19 (1) Price \$ 21.91	39,256.19 (3)	D
Common Stock	12/31/2007		F	(A) or (D) D	Amount 1,343.19 (2) Price \$ 21.91	38,183 (3)	D
Common Stock					23.6967	I	by Trustee of ESOP
Common Stock					24.6591	I	by Trustee in Spouse's KESOP

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

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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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3					(4)	03/31/2008	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	04/01/2008	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	03/11/2009	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	03/31/2009	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	05/02/2009	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	03/29/2009	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	01/11/2011	Comm Stoc
Option (right to buy)	\$ 31.3					(4)	11/15/2011	Comm Stoc
Option (right to buy)	\$ 36.66					(5)	11/21/2012	Comm Stoc
Option (right to buy)	\$ 24.49					(5)	11/18/2010	Comm Stoc

buy											
Option (right to buy)	\$ 31.71							<u>(5)</u>	12/09/2011	Comm Stoc	
Option (right to buy)	\$ 31.52							<u>(5)</u>	01/16/2012	Comm Stoc	
Option (right to buy)	\$ 26.47							<u>(5)</u>	05/31/2012	Comm Stoc	
Option (right to buy) <u>(6)</u>	\$ 24.75							<u>(5)</u>	12/06/2012	Comm Stoc	
Option (right to buy) <u>(6)</u>	\$ 25.88							<u>(5)</u>	12/11/2013	Comm Stoc	
Option (right to buy) <u>(6)</u>	\$ 28.44							<u>(5)</u>	10/16/2014	Comm Stoc	
Option (right to buy) <u>(6)</u>	\$ 23.28							<u>(5)</u>	12/10/2014	Comm Stoc	
Restricted Stock Units <u>(7)</u>	<u>(9)</u>	07/16/2007	J	V	33.95 <u>(8)</u>				12/31/2007 ⁽¹⁰⁾	12/31/2007 ⁽¹⁰⁾	Comm Stoc
Restricted Stock Units <u>(7)</u>	<u>(9)</u>	12/14/2007	J	V	44.24 <u>(8)</u>				12/31/2007 ⁽¹⁰⁾	12/31/2007 ⁽¹⁰⁾	Comm Stoc
Restricted Stock Units <u>(7)</u>	<u>(9)</u>	12/31/2007	M			3,973.19			12/31/2007 ⁽¹⁰⁾	12/31/2007 ⁽¹⁰⁾	Comm Stoc
Option (right to buy)	\$ 31.3							<u>(4)</u>	04/01/2008	Comm Stoc	
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/12/2010	Comm Stoc	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President	

Hellyar Mary Jane
343 STATE STREET
ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane
Hellyar

01/03/2008

 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) Vesting and distribution of shares of the 2006 Executive Performance Share Program
- (2) Payment of withholding taxes.
- (3) Some of these shares are restricted.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (7) These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) These units convert on a one-for-one basis.
- (10) 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.