

EASTMAN KODAK CO
Form 4
June 02, 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 *
BROWN CHARLES S JR

(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)
05/31/2006

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 | 9,339 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 83.687 ⁽²⁾ | 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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(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 Securities (Instr. 3 and 4) | 8. Price 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 | | | | | (3) | 03/28/2006 | Common Stock | 7,353 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/12/2007 | Common Stock | 327 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 04/03/2007 | Common Stock | 7,308 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/01/2008 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/12/2008 | Common Stock | 209 |
| Option (right to buy) | \$ 24.49 | | | | | (5) | 11/18/2010 | Common Stock | 14,750 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 04/01/2008 | Common Stock | 9,000 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/11/2009 | Common Stock | 519 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/31/2009 | Common Stock | 10,500 |
| Option (right to buy) | \$ 31.3 | | | | | (3) | 03/29/2010 | Common Stock | 16,667 |

| | | | | | |
|---------------------------------|----------|-----|-----------------------|-----------------|--------|
| Option (right to buy) | \$ 31.3 | (3) | 04/12/2010 | Comon Stock | 5,000 |
| Option (right to buy) | \$ 31.3 | | 05/24/2004 05/23/2011 | Common Stock | 3,333 |
| Option (right to buy) | \$ 31.3 | | 11/16/2004 11/15/2011 | Common Stock | 32,200 |
| Option (right to buy) | \$ 36.66 | (5) | 11/21/2012 | Common Stock | 32,200 |
| Option (right to buy) | \$ 31.71 | (5) | 12/09/2011 | Common Stock | 16,750 |
| Option (right to buy) | \$ 26.47 | (5) | 05/31/2012 | Common Stock | 63,750 |
| Option (right to buy) (4) | \$ 24.75 | (5) | 12/06/2012 | Common | 20,940 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN CHARLES S JR 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S.
Brown, Jr.

06/02/2006

__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) 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. These shares were previously reported as units.
- (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.

Remarks:

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

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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