

Hellyar Mary Jane
Form 4
October 18, 2007

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

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)
10/16/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 35,553 ⁽¹⁾ | D | |
| Common Stock | | | | | 23.6967 | I | by Trustee of ESOP |
| Common Stock | | | | | 24.6591 | I | by Trustee in Spouse's KESOP |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/31/2008 | Common Stock | 3 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 04/01/2008 | Common Stock | 3 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/11/2009 | Common Stock | 2 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/31/2009 | Common Stock | 3 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 05/02/2009 | Common Stock | 2 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 03/29/2009 | Common Stock | 8 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 01/11/2011 | Common Stock | 6 |
| Option (right to buy) | \$ 31.3 | | | | | (2) 11/15/2011 | Common Stock | 13 |
| Option (right to buy) | \$ 36.66 | | | | | (3) 11/21/2012 | Common Stock | 16 |
| Option (right to buy) | \$ 24.49 | | | | | (3) 11/18/2010 | Common Stock | 5 |

Edgar Filing: Hellyar Mary Jane - Form 4

| | | | | | | | | | | |
|----------------------------------|----------|------------|---|--------|--|-----|---------------|-----------------|-----------------|---|
| Option (right to buy) | \$ 31.71 | | | | | (3) | 12/09/2011 | Common Stock | 5 | |
| Option (right to buy) | \$ 31.52 | | | | | (3) | 01/16/2012 | Common Stock | 10 | |
| Option (right to buy) | \$ 26.47 | | | | | (3) | 05/31/2012 | Common Stock | 50 | |
| Option (right to buy) (4) | \$ 24.75 | | | | | (3) | 12/06/2012 | Common Stock | 16 | |
| Option (right to buy) (4) | \$ 25.88 | | | | | (3) | 12/11/2013 | Common Stock | 58 | |
| Option (right to buy) (4) | \$ 28.44 | 10/16/2007 | A | 20,000 | | (3) | 10/16/2014 | Common Stock | 20 | |
| Restricted Stock Units (5) | (6) | | | | | | 12/31/2007(7) | 12/31/2007(7) | Common Stock | 3 |
| Option (right to buy) | \$ 31.3 | | | | | (2) | 04/01/2008 | Common Stock | | |
| Option (right to buy) | \$ 31.3 | | | | | (2) | 03/12/2010 | Common Stock | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650 | | | Executive Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 10/18/2007

 **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).

Edgar Filing: Hellyar Mary Jane - Form 4

- (1) Some of these shares are restricted.
- (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 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (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.