EASTMAN KODAK CO

Form 4

August 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lloyd William J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Director

(Last)

(Middle)

EASTMAN KODAK CO [EK]

(Check all applicable)

343 STATE STREET

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner

07/18/2006

X_ Officer (give title below)

Other (specify below)

Senior Vice President

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

ROCHESTER, NY 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

> $5,000^{(1)}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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)

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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)	Code	5. Number etion Derivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Option (right to buy)	\$ 24.49						(3)	11/18/2010	Common Stock	4,
Option (right to buy)	\$ 31.74						<u>(3)</u>	12/08/2011	Common Stock	30
Option (right to buy)	\$ 31.17						(3)	12/09/2011	Common Stock	4,
Option (right to buy)	\$ 26.46						<u>(3)</u>	05/11/2012	Common Stock	10
Option (right to buy)	\$ 26.47						<u>(3)</u>	05/31/2012	Common Stock	33
Option (right to buy) (2)	\$ 24.75						<u>(3)</u>	12/06/2012	Common Stock	12
Restricted Stock Units (4)	<u>(5)</u>	07/18/2006		A	13.37 (6)		12/31/2006 <u>(7)</u>	12/31/2006 <u>(7)</u>	Common Stock	1,18

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
Lloyd William J 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President				
Signatures							

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd 08/08/2006

**Signature of Reporting Person Date

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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) These shares are restricted.
- (2) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (5) These units convert on a one-for-one basis.
- (6) These units were credited to the reporting person's account as dividend equivalents.
- (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.