

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>GUSTIN CARL E</u>  (Last) (First) (Middle) 343 STATE STREET  (Street) ROCHESTER NY 14650  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ EK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CMO, Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							5,960 <sup>(1)</sup>	D		

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option (right to buy)	\$31.3							(2)	03/12/2007	common stock		414	D	
Option (right to buy)	\$31.3							(2)	04/03/2007	common stock		10,000	D	
Option (right to buy)	\$31.3							(2)	03/01/2008	common stock		5,000	D	
Option (right to buy)	\$31.3							(2)	03/12/2008	common stock		279	D	
Option (right to buy)	\$31.3							(2)	04/01/2008	common stock		10,500	D	
Option (right to buy)	\$31.3							(2)	03/11/2009	common stock		589	D	
Option (right to buy)	\$31.3							(2)	03/31/2009	common stock		10,500	D	
Option (right to buy)	\$31.3							(2)	11/21/2009	common stock		2,501	D	
Option (right to buy)	\$31.3							(2)	03/29/2010	common stock		16,667	D	
Option (right to buy)	\$31.3							(2)	11/16/2004	common stock		23,000	D	
Option (right to buy)	\$36.66							(3)	11/21/2012	common stock		23,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock		11,800	D	
Option (right to buy)	\$31.71							(3)	12/09/2011	Common Stock		11,800	D	
Option (right to buy) <sup>(4)</sup>	\$24.75							(3)	12/06/2012	Common Stock		13,550	D	
Option (right to buy) <sup>(4)</sup>	\$25.88							(3)	12/11/2013	Common Stock		17,400	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Units	(5)	12/14/2006		A		96.27 <sup>(6)</sup>		(7)	(7)	Common Stock	96.27	\$0	10,322.19	D	
Restricted Stock Units <sup>(8)</sup>	(5)							(9)	(9)	Common Stock	8,865		8,865	D	
Stock Units <sup>(8)</sup>	(5)	12/14/2006		A		116.04 <sup>(6)</sup>		(9)	(9)	Common Stock	116.04	\$0	3,577.24	D	
Restricted Stock Units <sup>(10)</sup>	(5)							12/31/2006 <sup>(11)</sup>	12/31/2006 <sup>(11)</sup>	Common Stock	3,058.48		3,058.48	D	

**Explanation of Responses:**

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 date of grant.
4. Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
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 date is not applicable to share units.
8. The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
9. This date is not applicable to restricted units.
10. These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
11. This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney- 12/18/2006  
in-fact for Carl E. Gustin

\*\* Signature of Reporting Person                      Date

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

\* 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).

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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