

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BROWN CHARLES S JR</u>  (Last) (First) (Middle) <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (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) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2005</u>	
	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								9,339 <sup>(1)</sup>	D	
Common Stock								1,521.039 <sup>(2)</sup>	I	By Trustee in 401(k)
Common Stock								83.687 <sup>(3)</sup>	I	By Trustee of ESOP

**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	Amount or Number of Shares				
Option (right to buy)	\$31.3							(4)	03/09/2004	Common Stock	5,733		5,733	D	
Option (right to buy)	\$31.3							(4)	04/19/2005	Common Stock	5,867		5,867	D	
Option (right to buy)	\$31.3							(4)	10/12/2005	Common Stock	3,333		3,333	D	
Option (right to buy)	\$31.3							(4)	03/28/2006	Common Stock	7,353		7,353	D	
Option (right to buy)	\$31.3							(4)	03/12/2007	Common Stock	327		327	D	
Option (right to buy)	\$31.3							(4)	04/03/2007	Common Stock	7,308		7,308	D	
Option (right to buy)	\$31.3							(4)	03/01/2008	Common Stock	5,000		5,000	D	
Option (right to buy)	\$31.3							(4)	03/12/2008	Common Stock	209		209	D	
Option (right to buy)	\$24.49							(6)	11/18/2010	Common Stock	14,750		14,750	D	
Option (right to buy)	\$31.3							(4)	04/01/2008	Common Stock	9,000		9,000	D	
Option (right to buy)	\$31.3							(4)	03/11/2009	Common Stock	519		519	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	Amount or Number of Shares				
Option (right to buy)	\$31.3							(4)	03/31/2009	Common Stock	10,500		10,500	D	
Option (right to buy)	\$31.3							(4)	03/29/2010	Common Stock	16,667		16,667	D	
Option (right to buy)	\$31.3							(4)	04/12/2010	Comon Stock	5,000		5,000	D	
Option (right to buy)	\$31.3								05/24/2004	05/23/2011	Common Stock		3,333	D	
Option (right to buy)	\$31.3								11/16/2004	11/15/2011	Common Stock		32,200	D	
Option (right to buy)	\$36.66							(6)	11/21/2012	Common Stock	32,200		32,200	D	
Option (right to buy)	\$31.71							(6)	12/09/2011	Common Stock	16,750		16,750	D	
Option (right to buy)	\$26.47							(6)	05/31/2012	Common Stock	63,750		63,750	D	
Option (right to buy) <sup>(5)</sup>	\$24.75	12/07/2005		A		20,940		(6)	12/06/2012	Common	20,940	\$24.75	20,940	D	
Restricted Stock Units	(7)							(8)	(8)	Common Stock	1,737.31		1,737.31	D	
Stock Units	(7)							(8)	(8)	Common Stock	5,227.09		5,227.09	D	
Stock Units	(7)							(8)	(8)	Common Stock	331.82		331.82	D	
Stock Units	(7)							(8)	(8)	Common Stock	109.49		109.49	D	
Restricted Share Units	(7)							(8)	(8)	Common Stock	4,325		4,325	D	
Share Units	(7)							(8)	(8)	Common Stock	5,802.53		5,802.53	D	
Stock Unit	(7)							(8)	(8)	Common Stock	8,656.99		8,656.99	D	
Phantom Stock Units	(7)							(8)	(8)	Common Stock	5,928.82		5,928.82	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- 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.
- These options have vested.
- Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-for-one basis.
- This date is not applicable to these units.

**Remarks:**

Laurence L. Hickey, as  
attorney-in-fact for Charles S. Brown, Jr.      12/09/2005

\*\* 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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