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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

| | | |
|--|---|--|
| 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] | 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) Senior Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2006 | |
| | 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 | | | |

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 | | | | |
| Restricted Stock Units | (1) | | | | | | | (2) | (2) | Common Stock | 1,737.31 | | 1,737.31 | D | |
| Stock Units | (1) | | | | | | | (2) | (2) | Common Stock | 144.71 | | 144.71 | D | |
| Stock Units | (1) | | | | | | | (2) | (2) | Common Stock | 5,227.09 | | 5,227.09 | D | |
| Stock Units | (1) | | | | | | | (2) | (2) | Common Stock | 438.56 | | 438.56 | D | |
| Restricted Share Units | (1) | | | | | | | (2) | (2) | Common Stock | 4,123.65 | | 4,123.65 | D | |
| Share Units | (1) | | | | | | | (2) | (2) | Common Stock | 5,993.15 | | 5,993.15 | D | |
| Stock Unit | (1) | | | | | | | (2) | (2) | Common Stock | 8,823.23 | | 8,823.23 | D | |
| Phantom Stock Units | (1) | 05/31/2006 | | D | V | 6,042.68 | | (2) | (2) | Common Stock | 6,042.68 | \$23.9 | 6,042.68 | D | |
| Restricted Stock Units ⁽³⁾ | (1) | | | | | | | 12/31/2006 ⁽⁴⁾ | 12/31/2006 ⁽⁴⁾ | Common Stock | 3,315 | | 3,315 | D | |

Explanation of Responses:

- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- This is the date these restricted stock units will vest.

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Form 4 filed by Charles S. Brown on June 2, 2006.

Laurence L. Hickey, as attorney-in-fact for Charles S. Brown, Jr. 06/02/2006

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.