SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Hellyar Mary Jane	EASTMAN KODAK CO [EK]		Director	10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2007	X	Officer (give title below)	Other (specify below)
343 STATE STREET			Senior Vice President	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
ROCHESTER NY 14650		X	Form filed by One Reporting Person	
(City) (State) (Zip)			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2007		A		5,389[(1)]	A	$24.24	35,553[(2)]	D	
Common Stock								23.6967	I	by Trustee of ESOP
Common Stock								24.6591	I	by Trustee in Spouse's KESOP

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							[(3)]	04/03/2007	Common Stock	3,000		3,000	D	
Option (right to buy)	$31.3							[(3)]	03/31/2008	Common Stock	3,000		3,000	D	
Option (right to buy)	$31.3							[(3)]	04/01/2008	Common Stock	3,750		3,750	D	
Option (right to buy)	$31.3							[(3)]	03/11/2009	Common Stock	273		273	D	
Option (right to buy)	$31.3							[(3)]	03/31/2009	Common Stock	3,750		3,750	D	
Option (right to buy)	$31.3							[(3)]	05/02/2009	Common Stock	2,000		2,000	D	
Option (right to buy)	$31.3							[(3)]	03/29/2009	Common Stock	8,000		8,000	D	
Option (right to buy)	$31.3							[(3)]	01/11/2011	Common Stock	6,333		6,333	D	
Option (right to buy)	$31.3							[(3)]	11/15/2011	Common Stock	13,800		13,800	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)	$36.66							(4)	11/21/2012	Common Stock	16,830		16,830	D	
Option (right to buy	$24.49							(4)	11/18/2010	Common Stock	5,000		5,000	D	
Option (right to buy)	$31.71							(4)	12/09/2011	Common Stock	5,000		5,000	D	
Option (right to buy)	$31.52							(4)	01/16/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	$26.47							(4)	05/31/2012	Common Stock	50,000		50,000	D	
Option (right to buy)(5)	$24.75							(4)	12/06/2012	Common Stock	16,750		16,750	D	
Option (right to buy)(5)	$25.88							(4)	12/11/2013	Common Stock	58,690		58,690	D	
Restricted Stock Units(6)	(7)	02/27/2007		A		3,895		12/31/2007(8)	12/31/2007(8)	Common Stock	3,895	$0	3,895	D	
Option (right to buy)	$31.3							(3)	04/01/2008	Common Stock	67		67	I	Options held by spouse
Option (right to buy)	$31.3							(3)	03/12/2010	Common Stock	67		67	I	Options held by spouse

Explanation of Responses:

1. These shares are restricted.
2. Some of these shares are restricted.
3. These options have vested.
4. These options vest one-third on each of the first three anniversaries of the grant date.
5. Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
6. These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
7. These units convert on a one-for-one basis.
8. This is the date these restricted stock units will vest.

Remarks:

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar   03/01/2007

** 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.