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)

1. Name and Address of Reporting Person*

BERMAN ROBERT L

(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]

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2006

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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	12/04/2006		F		592[1]	D	$25.58	16,868[2]	D	
Common Stock								23.282	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							[3]	04/03/2007	common stock	2,360		2,360	D	
Option (right to buy)	$31.3							[3]	03/12/2008	common stock	98		98	D	
Option (right to buy)	$31.3							[3]	04/01/2008	common stock	3,250		3,250	D	
Option (right to buy)	$31.3							[3]	05/04/2008	common stock	1,200		1,200	D	
Option (right to buy)	$31.3							[3]	03/11/2009	common stock	256		256	D	
Option (right to buy)	$31.3							[3]	03/31/2009	common stock	2,751		2,751	D	
Option (right to buy)	$31.3							[3]	03/29/2010	common stock	4,934		4,934	D	
Option (right to buy)	$31.3							01/12/2004	01/11/2011	common stock	8,867		8,867	D	
Option (right to buy)	$31.3							11/16/2004	11/15/2011	common stock	13,300		13,300	D	
Option (right to buy)	$31.3							[5]	08/25/2012	common stock	5,000		5,000	D	
Option (right to buy)	$36.66							[5]	11/21/2012	common stock	19,125		19,125	D	
Option (right to buy)	$24.49							[5]	11/18/2010	common stock	5,810		5,810	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)	$31.71							(5)	12/09/2011	Common Stock	5,810		5,810	D	
Option (right to buy)	$26.46							(5)	05/11/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	$26.47							(5)	05/31/2012	Common Stock	32,083		32,083	D	
Option (right to buy)(4)	$24.75							(5)	12/06/2012	Common Stock	15,500		15,500	D	
Restricted Stock Units(6)	(7)							12/31/2006(8)	12/31/2006(8)	Common Stock	3,239.51		3,239.51	D	

Explanation of Responses:

1. Payment of withholding taxes.

2. Some of these shares are restricted.

3. These options have vested.

4. Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

5. These options vest one-third on each of the first three anniversaries of the date of grant.

6. Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

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 Robert L. Berman	12/06/2006
** 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.

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