

**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>LEE DEBRA L</u>  (Last) (First) (Middle) <u>EASTMAN KODAK COMPANY</u> <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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/03/2006</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							8,688 <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) <sup>(2)</sup>	\$65.625							(3)	01/02/2010	Common Stock	2,000	2,000	D	
Option (right to buy) <sup>(2)</sup>	\$38.7813							(3)	01/01/2011	Common Stock	2,000	2,000	D	
Option (right to buy) <sup>(2)</sup>	\$29.1							(3)	01/01/2012	Common Stock	2,000	2,000	D	
Option (right to buy) <sup>(2)</sup>	\$36.66							(3)	11/21/2012	Common Stock	2,000	2,000	D	
Option (right to buy) <sup>(2)</sup>	\$24.49							(3)	11/18/2013	Common Stock	2,000	2,000	D	
Option (right to buy) <sup>(2)</sup>	\$31.71							(3)	12/09/2014	Common Stock	1,500	1,500	D	
Option (right to buy) <sup>(4)</sup>	\$24.75							(3)	12/06/2012	Common Stock	1,500	1,500	D	
Phantom Stock Units	(5)	07/03/2006		A		844.59 <sup>(6)</sup>		(7)	(7)	Common Stock	4,565.1222	\$23.68	4,565.1222	D

**Explanation of Responses:**

- Some of these shares are restricted.
- Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- These options vest one year after the date of grant.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- This award converts to common stock on a 1-for-1 basis.
- These units were credited to the reporting person's phantom stock account in partial payment of the 2006 retainer.
- Phantom stock units do not have exercise dates or expiration dates.

**Remarks:**

Laurence L. Hickey, as attorney-in-fact for Debra L. Lee 07/06/2006

\*\* 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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