

Hellyar Mary Jane
Form 4
December 06, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellyar Mary Jane

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
343 STATE STREET

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

ROCHESTER, NY 14650

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/04/2006 | | F | 592 ⁽¹⁾ D \$ 25.58 | 29,207 ⁽²⁾ | D | |
| Common Stock | | | | | 23.6967 | I | by Trustee of ESOP |
| Common Stock | | | | | 42 | I | Shares held by spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 04/03/2007 | Common Stock | 3,000 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 03/31/2008 | Common Stock | 3,000 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 03/11/2009 | Common Stock | 273 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 03/31/2009 | Common Stock | 3,750 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 05/02/2009 | Common Stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 03/29/2009 | Common Stock | 8,000 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 01/11/2011 | Common Stock | 6,333 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(3)</u> | 11/15/2011 | Common Stock | 13,800 |
| Option (right to buy) | \$ 36.66 | | | | | <u>(5)</u> | 11/21/2012 | Common Stock | 16,830 |
| | \$ 24.49 | | | | | <u>(5)</u> | 11/18/2010 | | 5,000 |

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| | | | | | |
|----------------------------------|----------|-----|-----------------------------|-----------------|---------|
| Option (right to buy) | | | | Common Stock | |
| Option (right to buy) | \$ 31.71 | (5) | 12/09/2011 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.52 | (5) | 01/16/2012 | Common Stock | 10,000 |
| Option (right to buy) | \$ 26.47 | (5) | 05/31/2012 | Common Stock | 50,000 |
| Option (right to buy) (4) | \$ 24.75 | (5) | 12/06/2012 | Common Stock | 16,750 |
| Restricted Stock Units (6) | (7) | | 12/31/2006(8) 12/31/2006(8) | Common Stock | 1,482.9 |
| Option (right to buy) | \$ 31.3 | (3) | 04/01/2008 | Common Stock | 67 |
| Option (right to buy) | \$ 31.3 | (3) | 03/12/2010 | Common Stock | 67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 12/06/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Payment of withholding taxes.
- (2) Some of these shares are restricted.
- (3) These options have vested.

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- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These options vest one-third on each of the first three anniversaries of the grant date.
- (6) These 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.

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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