

EASTMAN KODAK CO
Form 4
January 29, 2007

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 *
Haag Joyce P

(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)
11/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)			
			Code	V	Amount		
					(D)	Price	
Common Stock					448.01	D	
Common Stock					5,230.9779	I	By Trustee in 401(k)
Common Stock					23.6967	I	By Trustee in ESOP
Common Stock					4,110.8546	I	By Trustee in Spouse's 401(k)
Common Stock	11/30/2005		S	23.9	D	\$ 0	By Trustee in Spouse's
						24.03	

Common Stock	Quantity	Code	Beneficial Owner
Common Stock	100	I	ESOP By Trustee in IRA
Common Stock	100	I	By Spouse
Common Stock	100 ⁽¹⁾	I	By adult children
Common Stock	733	I	As a Trustee of Gull Rock Foundation, Inc.
Common Stock	4,300	I	As co-Manager of Pluta Family, LLC

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option (right to buy)	\$ 31.3					⁽²⁾	04/03/2007	Common Stock	1,760
Option (right to buy)	\$ 31.3					⁽²⁾	03/17/2008	Common Stock	97
Option (right to buy)	\$ 31.3					⁽²⁾	04/01/2008	Common Stock	2,200

buy)					
Option (right to buy)	\$ 31.3	<u>(2)</u>	05/04/2008	Common Stock	600
Option (right to buy)	\$ 31.3	<u>(2)</u>	03/11/2009	Common Stock	241
Option (right to buy)	\$ 31.3	<u>(2)</u>	03/31/2009	Common Stock	2,200
Option (right to buy)	\$ 31.3	<u>(2)</u>	03/29/2010	Common Stock	2,934
Option (right to buy)	\$ 31.3	<u>(2)</u>	01/11/2011	Common Stock	3,667
Option (right to buy)	\$ 31.3	<u>(2)</u>	11/15/2011	Common Stock	6,500
Option (right to buy)	\$ 36.66	<u>(3)</u>	11/21/2011	Common Stock	6,875
Option (right to buy)	\$ 26.47	<u>(3)</u>	05/31/2012	Common Stock	30,833
Option (right to buy)	\$ 27.06	<u>(3)</u>	06/29/2012	Common Stock	10,000
Option (right to buy)	\$ 27.06	<u>(3)</u>	06/29/2012	Common Stock	10,000
Option (right to buy) <u>(4)</u>	\$ 24.75	<u>(3)</u>	12/06/2012	Common Stock	12,400
Option (right to buy) <u>(4)</u>	\$ 25.88	<u>(3)</u>	12/11/2013	Common Stock	41,580
Option (right to buy)	\$ 31.3	<u>(2)</u>	04/01/2008	Common Stock	67
Option (right to buy)	\$ 31.3	<u>(2)</u>	03/12/2010	Common Stock	67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Joyce P. Haag	01/29/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
 - (2) These Options have vested.
 - (3) These options vest one-third on each of the first three anniversaries of the grant date.
 - (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

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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