

EASTMAN KODAK CO
 Form 4
 December 29, 2005

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 *
GUSTIN CARL E

(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)
12/29/2005

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)
CMO, 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					5,960 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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					(2) 08/14/2004	08/14/2004	common stock	3,3
Option (right to buy)	\$ 31.3					(2) 03/26/2005	03/26/2005	common stock	16,
Option (right to buy)	\$ 31.3					(2) 04/19/2005	04/19/2005	common stock	9,8
Option (right to buy)	\$ 31.3					(2) 08/31/2005	08/31/2005	common stock	6,6
Option (right to buy)	\$ 31.3					(2) 03/28/2006	03/28/2006	common stock	9,2
Option (right to buy)	\$ 31.3					(2) 03/12/2007	03/12/2007	common stock	4,
Option (right to buy)	\$ 31.3					(2) 04/03/2007	04/03/2007	common stock	10,
Option (right to buy)	\$ 31.3					(2) 03/01/2008	03/01/2008	common stock	5,0
Option (right to buy)	\$ 31.3					(2) 03/12/2008	03/12/2008	common stock	27
Option (right to buy)	\$ 31.3					(2) 04/01/2008	04/01/2008	common stock	10,
Option (right to buy)	\$ 31.3					(2) 03/11/2009	03/11/2009	common stock	58
Option (right to buy)	\$ 31.3					(2) 03/31/2009	03/31/2009	common stock	10,

Option (right to buy)	\$ 31.3				<u>(2)</u>	11/21/2009	common stock	2,5
Option (right to buy)	\$ 31.3				<u>(2)</u>	03/29/2010	common stock	16,
Option (right to buy)	\$ 31.3					11/16/2004 11/15/2011	common stock	23,
Option (right to buy)	\$ 36.66				<u>(4)</u>	11/21/2012	common stock	23,
Option (right to buy)	\$ 24.49				<u>(4)</u>	11/18/2010	common stock	11,
Option (right to buy)	\$ 31.71				<u>(4)</u>	12/09/2011	Common Stock	11,
Option (right to buy) <u>(3)</u>	\$ 24.75				<u>(4)</u>	12/06/2012	Common Stock	13,
Restricted Share Units <u>(8)</u>	<u>(5)</u>				<u>(6)</u>	<u>(6)</u>	common stock	205
Share Units	<u>(5)</u>	07/15/2005	A	87.68 <u>(9)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	5,89
Share Units	<u>(5)</u>	12/14/2005	A	102.85 <u>(9)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	5,99
Restricted Stock Units	<u>(5)</u>	07/15/2005	A	104.573 <u>(9)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	12,06
Restricted Stock Units	<u>(5)</u>	12/14/2005	A	122.668 <u>(9)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	12,18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUSTIN CARL E 343 STATE STREET ROCHESTER, NY 14650			CMO, Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Carl E.
Gustin

12/29/2005

__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) Some of these shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) These units convert on a one-for-one basis.
- (6) This date is not applicable to restricted units.
- (7) This date is not applicable to share units.
- (8) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (9) These units were credited to the reporting person's account as dividend equivalents.

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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