Hawley Michael Form 4 January 05, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hawley Michael Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify EASTMAN KODAK 01/03/2006 below) COMPANY, 343 STATE STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ROCHESTER, NY 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acqui	red 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	(D) Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		
				(A)	Transaction(s)	
			Code V	or Amount (D) P	Price (Instr. 3 and 4)	
Common Stock	01/03/2006		A	419 (1) A \$ 23	3,450.55 (2)	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (3)	\$ 31.71					<u>(4)</u>	12/09/2014	Common Stock	1,500
Option (right to buy) (5)	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	1,500
Phantom Stock Units	<u>(7)</u>	07/15/2005		A	3.51 (8)	<u>(6)</u>	<u>(6)</u>	Common Stock	1,433.226
Phantom Stock Units	(7)	12/14/2005		A	3.51 (8)	<u>(6)</u>	<u>(6)</u>	Common Stock	1,437.496
Phantom Stock Units	<u>(7)</u>	01/03/2006		A	419.82 (<u>9)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	1,857.316

Reporting Owners

Reporting Owner Name / Address	Relationships					
- 5	Director	10% Owner	Officer	Other		
Hawley Michael						
EASTMAN KODAK COMPANY	X					
343 STATE STREET	Λ					
ROCHESTER, NY 14650						

Signatures

Laurence L. Hickey, as attorney-in-fact for Michael
Hawley

01/05/2006

**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) Grant of shares in partial payment of annual retainer
- (2) Some of these shares are restricted.

Reporting Owners 2

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- (3) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (4) These options vest one year after the date of grant
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (6) Phantom stock units do not have exercise dates or expiration dates.
- (7) This award converts to common stock on a 1-for-1 basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) These units were credited to the reporting person's phantom stock account in partial payment of the 2006 retainer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.