EASTMAN KODAK CO

Form 4

January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

burden hours per response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| Name and Address of Reporting Person * ONEILL PAUL H | | | 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) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| EASTMAN KODAK COMPANY, 343 STATE STREET | | | (Month/Day/Year) 01/03/2006 | X Director 10% Owne below) Officer (give title below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| ROCHESTI | ER, NY 1465 | 50 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

(State)

(Zip)

(City)

| ` • | ` / | 1 abie | : 1 - Non-De | erivative S | ecuriues Ac | quirea, Disposea | oi, or Beneficia | ny Ownea |
|------------|---------------------|----------------------------|--------------|--------------|-----------------|----------------------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ies | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | TransactionAcquired (A) or | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | Disposed | of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 | 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | Reported | | |
| | | | | | (A) | Transaction(s) | | |
| | | | Code V | Amount | or (D) Price | (Instr. 3 and 4) | | |
| C | | | Code v | Amount | (D) Thee | | | |
| Common | | | | | | 2,500 (1) | D | |
| Stock | | | | | | - , - • • - | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non Derivative Securities Assured Disposed of an Panaficially Own

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

Edgar Filing: EASTMAN KODAK CO - Form 4

| 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 Disposed of (Instr. 3, 4, 5) | A) or (D) | 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 of Number of Shares |
| Option (right to buy) (2) | \$ 24.49 | | | | | | (3) | 11/18/2013 | Common Stock | 2,00 |
| Option (right to buy) (2) | \$ 31.71 | | | | | | (3) | 12/09/2014 | Common Stock | 1,50 |
| Option (right to buy) (4) | \$ 24.75 | | | | | | (3) | 12/06/2012 | Common Stock | 1,50 |
| Phantom Stock Units | (7) | 07/15/2005 | | A | 61.73 (6) | | (8) | (8) | Common Stock | 9,586.2 |
| Phantom Stock Units | (7) | 12/14/2005 | | A | 92.77 (6) | | (8) | (8) | Common Stock | 9,679.0 |
| Phantom Stock Units | <u>(7)</u> | 01/03/2006 | | A | 1,679.26 (5) | | <u>(8)</u> | (8) | Common Stock | 11,358. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| . 0 | Director | 10% Owner | Officer | Other | | |
| ONEILL PAUL H EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | X | | | | | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Paul H. O'Neill 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).

Reporting Owners 2

Edgar Filing: EASTMAN KODAK CO - Form 4

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

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.