EASTMAN KODAK CO

Form 4

August 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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0.5

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OMB APPROVAL

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

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BERMAN ROBERT L Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 343 STATE STREET 07/18/2006 below) below) Senior Vice President (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

Seci	tle of urity tr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities on Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
			(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) P.	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Con	mmon ck					18,052 (1)	D	
Con	mmon ck					23.282	I	By Trustee of ESOP

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transa Code (Instr.		Securit	vative ies ed ed of	rative Date es (Month/Day/Year) d		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Option (right to buy)	\$ 31.3							(2)	04/03/2007	common stock	2,
Option (right to buy)	\$ 31.3							(2)	03/12/2008	common stock	
Option (right to buy)	\$ 31.3							(2)	04/01/2008	common stock	3,
Option (right to buy)	\$ 31.3							(2)	05/04/2008	common stock	1,
Option (right to buy)	\$ 31.3							(2)	03/11/2009	common stock	2
Option (right to buy)	\$ 31.3							(2)	03/31/2009	common stock	2,
Option (right to buy)	\$ 31.3							(2)	03/29/2010	common stock	4,
Option (right to buy)	\$ 31.3							01/12/2004	01/11/2011	common stock	8,
Option (right to buy)	\$ 31.3							11/16/2004	11/15/2011	common stock	13
Option (right to buy)	\$ 31.3							<u>(4)</u>	08/25/2012	common stock	5,
Option (right to	\$ 36.66							<u>(4)</u>	11/21/2012	common stock	19

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ouy)								
Option (right to buy)	\$ 24.49				<u>(4)</u>	11/18/2010	common stock	5,
Option (right to buy)	\$ 31.71				<u>(4)</u>	12/09/2011	Common Stock	5,
Option (right to buy)	\$ 26.46				<u>(4)</u>	05/11/2012	Common Stock	10
Option (right to buy)	\$ 26.47				<u>(4)</u>	05/31/2012	Common Stock	32
Option (right to buy) (3)	\$ 24.75				<u>(4)</u>	12/06/2012	Common Stock	15
Restricted Stock Units (5)	<u>(6)</u>	07/18/2006	A	36.51 (7)	12/31/2006(8)	12/31/2006(8)	Common Stock	3,2

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
BERMAN ROBERT L							
343 STATE STREET			Senior Vice President				

Signatures

ROCHESTER, NY 14650

buv)

Laurence L. Hickey, as attorney-in-fact for Robert L.

Berman

08/08/2006

**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) Some of these shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (6) These units convert on a one-for-one basis.
- (7) These units were credited to the reporting person's account as dividend equivalents.

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(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. 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.