EASTMAN KODAK CO

Form 4

August 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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

Check this box

obligations may continue. See Instruction

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).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

343 STATE STREET

1. Name and Address of Reporting Person * BROWN RICHARD G JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

EASTMAN KODAK CO [EK]

(Check all applicable)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

07/18/2006

below) below) Controller

(Street)

(State)

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

ROCHESTER, NY 14650

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Expiration 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Date Underlying Securi Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Options (right to buy) (1)	\$ 23.46						<u>(2)</u>	12/15/2010	Common Stock	4,
Option (right to buy)	\$ 31.71						(2)	12/09/2011	Common Stock	5,
Option (right to buy) (3)	\$ 24.75						<u>(2)</u>	12/06/2012	Common Stock	2,
Restricted Stock Units (4)	<u>(5)</u>	07/18/2006		A	28.78 (<u>6)</u>		12/31/2006(7)	12/31/2006(7)	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
BROWN RICHARD G JR								

343 STATE STREET ROCHESTER, NY 14650 Controller

Signatures

Laurence L. Hickey, as attorney-in-fact for Richard G. Brown, Jr.

08/10/2006

**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) Employee stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (2) These options vest one-third on each of the first three anniversaries of the date of grant.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (4) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (5) These units convert on a one-for-one basis.
- (6) These units were credited to the reporting person's account as dividend equivalents.
- (7) 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.

Reporting Owners 2

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