

Wilfong Diane E
Form 4
January 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
Wilfong Diane E

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)
343 STATE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Contoller

ROCHESTER, NY 14650

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	12/31/2006		M		781.11 (1)	A	\$ 0	11,277.11 (3) D
Common Stock	12/31/2006		F		264.11 (2)	D	\$ 25.86	11,013 (3) D

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

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(9-02)

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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 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 or Number of Shares
Option (right to buy)	\$ 31.3					(6) 07/19/2009	Common Stock 1,84
Option (right to buy)	\$ 31.3					(6) 03/29/2010	Common Stock 4,60
Option (right to buy)	\$ 31.3					(6) 01/11/2011	Common Stock 5,93
Option (right to buy)	\$ 31.3					(6) 11/15/2011	Common Stock 9,25
Option (right to buy)	\$ 36.66					(6) 11/21/2012	Common Stock 9,25
Option (right to buy)	\$ 30.42					(6) 02/06/2013	Common Stock 3,00
Option (right to buy)	\$ 22.82					(6) 10/16/2013	Common Stock 5,00
Option (right to buy) ⁽⁴⁾	\$ 25.88					(6) 12/11/2013	Common Stock 16,6
Restricted Stock Units ⁽⁵⁾	<u>(7)</u>	12/31/2006		M	7.39 ⁽⁸⁾	12/31/2006 12/31/2006	Common Stock 7.39
Restricted Stock Units	<u>(7)</u>	12/31/2006		M	781.11	⁽⁹⁾ ⁽⁹⁾	Common Stock 781.

