

EASTMAN KODAK CO
Form 4
March 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BRUST ROBERT H

(Last) (First) (Middle)
343 STATE STREET
(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Exec. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 46,636 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 1,741.651 ⁽²⁾ | I | By Trustee in 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: EASTMAN KODAK CO - Form 4

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 Security (Instr. 3 and 4) | 8. An | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Option (right to buy) | \$ 65.625 | | | | | (3) | 01/02/2010 | common stock | 2 |
| Option (right to buy) | \$ 55.188 | | | | | (5) | 03/29/2010 | common stock | |
| Option (right to buy) | \$ 29.31 | | | | | 11/16/2004 | 11/15/2011 | common stock | |
| Option (right to buy) | \$ 36.66 | | | | | (6) | 11/21/2012 | common stock | |
| Option (right to buy) | \$ 24.49 | | | | | (6) | 11/18/2010 | common stock | |
| Option (right to buy) | \$ 31.71 | | | | | (6) | 12/09/2011 | Common Stock | |
| Option (right to buy) | \$ 26.47 | | | | | (6) | 05/31/2012 | Common Stock | |
| Option (right to buy) (4) | \$ 24.75 | | | | | (6) | 12/06/2012 | Common | |
| Restricted Share Units | (7) | | | | | (8) | (8) | common stock | 5 |
| Share Units | (7) | | | | | (8) | (8) | Common Stock | 7 |
| Stock Unit | (7) | | | | | (8) | (8) | Common Stock | 1 |
| | (7) | 02/20/2006 | | A | 4,106 | 12/31/2006(10) | 12/31/2006(10) | | |

Restricted
Stock
Units (9)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUST ROBERT H 343 STATE STREET ROCHESTER, NY 14650 | | | CFO, Exec. Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert H. Brust
03/16/2006

__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 share are restricted.
This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the
- (2) reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) 140,000 of these options have vested. 30,000 vest on 01/03/04 and the remaining 30,000 vest on 01/03/05.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) These options have vested.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) These units convert on a one-for-one basis.
- (8) This date is not applicable to these units.
- (9) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (10) 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.