EASTMAN KODAK CO

Form 4

March 16, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

EASTMAN KODAK CO [EK]

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5

obligations may continue. See Instruction 1(b).

SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

(Print or Type Responses)

1. Name and Address of Reporting Person * Hobert Kevin J

(First) (Middle) (Last)

343 STATE STREET

(Street)

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

3. Date of Earliest Transaction

(Month/Day/Year)

02/20/2006

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title below) below)

Senior Vice President

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

(City) (State)

ROCHESTER, NY 14650

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

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or

Code V Amount (D) Price

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

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 required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Security

(Instr. 3)

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. Transactionof Code

5. Number 6. Date Exercisable and Expiration Date Derivative (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	,			
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Option (right to buy)	\$ 30.39				(2)	10/14/2012	Common Stock	5,50
Option (right to buy)	\$ 36.66				<u>(2)</u>	11/21/2012	Common Stock	3,000
Option (right to buy)	\$ 26.46				(2)	05/11/2012	Common Stock	10,00
Option (right to buy)	\$ 26.47				(2)	05/31/2012	Common Stock	46,25
Option (right to buy) (1)	\$ 24.75				(2)	12/06/2012	Common Stock	12,40
Restricted Stock Units (3)	<u>(4)</u>	02/20/2006	A	803	12/31/2006(5)	12/31/2006(5)	Common Stock	803

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hobert Kevin J 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Kevin J.
Hobert

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).

Reporting Owners 2

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- (1) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (2) These options vest one-third on each of the first three anniversaries of the grant date.
- (3) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (4) These units convert on a one-for-one basis.
- (5) 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.