EASTMAN KODAK CO
Form 3
September 14, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Wilfong Diane E
(Last) (First) (Middle)

343 STATE STREET
(Street)

ROCHESTER,Â NYÂ 14650
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/05/2006

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Controller

5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	750 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Option (right to buy)	Â (2)	07/19/2009	Common Stock	1,840	$ 31.3	D	Â
Option (right to buy)	Â (2)	03/29/2010	Common Stock	4,600	$ 31.3	D	Â
Option (right to buy)	Â (2)	01/11/2011	Common stock	5,933	$ 31.3	D	Â
Option (right to buy)	Â (2)	11/15/2011	Common Stock	9,250	$ 31.3	D	Â
Option (right to buy)	Â (2)	11/21/2012	Common Stock	9,250	$ 36.66	D	Â
Option (right to buy)	Â (2)	02/06/2013	Common Stock	3,000	$ 30.42	D	Â
Restricted Stock Units (3)	12/31/2006	12/31/2006	Common Stock	773.72	$ 21.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilfong Diane E 343 STATE STREET ROCHESTER,Â NYÂ 14650	Â	Â	Â Controller	Â

Signatures

Laurence L. Hickey as attorney-in-fact for Diane E. Wilfong	09/14/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are restricted.

(2) These options vest one-third on each of the first three anniversaries of the date of grant.

(3) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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