

EASTMAN KODAK CO
Form 4
June 02, 2006

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 *
BROWN CHARLES S JR

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

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

(Street)

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

ROCHESTER, NY 14650

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	9,339 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	83.687 ⁽²⁾	I	By Trustee of ESOP

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

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SEC 1474 (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)	8. Price or Value 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					(3)	03/28/2006	Common Stock	7,353
Option (right to buy)	\$ 31.3					(3)	03/12/2007	Common Stock	327
Option (right to buy)	\$ 31.3					(3)	04/03/2007	Common Stock	7,308
Option (right to buy)	\$ 31.3					(3)	03/01/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3					(3)	03/12/2008	Common Stock	209
Option (right to buy)	\$ 24.49					(5)	11/18/2010	Common Stock	14,750
Option (right to buy)	\$ 31.3					(3)	04/01/2008	Common Stock	9,000
Option (right to buy)	\$ 31.3					(3)	03/11/2009	Common Stock	519
Option (right to buy)	\$ 31.3					(3)	03/31/2009	Common Stock	10,500
Option (right to buy)	\$ 31.3					(3)	03/29/2010	Common Stock	16,667

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Form 4 filed by Charles S.

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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