

EASTMAN KODAK CO
 Form 4
 March 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
BERMAN ROBERT L

(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)
Senior 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	18,052 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	23.282	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 31.3					(2) 03/28/2006	common stock 1,8
Option (right to buy)	\$ 31.3					(2) 04/03/2007	common stock 2,3
Option (right to buy)	\$ 31.3					(2) 03/12/2008	common stock 9
Option (right to buy)	\$ 31.3					(2) 04/01/2008	common stock 3,2
Option (right to buy)	\$ 31.3					(2) 05/04/2008	common stock 1,2
Option (right to buy)	\$ 31.3					(2) 03/11/2009	common stock 25
Option (right to buy)	\$ 31.3					(2) 03/31/2009	common stock 2,7
Option (right to buy)	\$ 31.3					(2) 03/29/2010	common stock 4,9
Option (right to buy)	\$ 31.3					01/12/2004 01/11/2011	common stock 8,8
Option (right to buy)	\$ 31.3					11/16/2004 11/15/2011	common stock 13,
Option	\$ 31.3					(4) 08/25/2012	common 5,0

(right to buy)								stock	
Option (right to buy)	\$ 36.66				(4)	11/21/2012		common stock	19,
Option (right to buy)	\$ 24.49				(4)	11/18/2010		common stock	5,8
Option (right to buy)	\$ 31.71				(4)	12/09/2011		Common Stock	5,8
Option (right to buy)	\$ 26.46				(4)	05/11/2012		Common Stock	10,
Option (right to buy)	\$ 26.47				(4)	05/31/2012		Common Stock	32,
Option (right to buy) (3)	\$ 24.75				(4)	12/06/2012		Common Stock	15,
Restricted Stock Units (5)	(6)	02/20/2006	A	3,203		12/31/2006(7)	12/31/2006(7)	Common Stock	3,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN ROBERT L 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert L. Berman 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 shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.

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- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (6) These units convert on a one-for-one basis.
- (7) 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.