EASTMAN KODAK CO

Form 4 July 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * RUIZ HECTOR			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)	3. Date of Earliest Transaction	(enser an appression)		
			(Month/Day/Year)	X Director 10% Owner		
EASTMAN KODAK COMPANY, 343 STATE STREET		E STREET	07/03/2006	Officer (give title below) Other (specification)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTE	ER, NY 1465	50	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/03/2006		A	1,900 (1)	A	\$ 23.68	18,013 <u>(2)</u>	D	

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

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (3)	\$ 38.7813					<u>(4)</u>	01/01/2011	Common Stock	2,000	
Option (right to buy) (3)	\$ 29.1					<u>(4)</u>	01/01/2012	Common Stock	2,000	
Option (right to buy) (3)	\$ 36.66					<u>(4)</u>	11/21/2012	Common Stock	2,000	
Option (right to buy) (3)	\$ 24.49					<u>(4)</u>	11/18/2013	Common Stock	2,000	
Option (right to buy) (3)	\$ 31.71					<u>(4)</u>	12/09/2014	Common Stock	1,500	
Option (right to buy) (5)	\$ 24.75					<u>(4)</u>	12/06/2012	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
RUIZ HECTOR EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X						

Signatures

Laurence L. Hickey, as attorney-in-fact for Hector de J. 07/06/2006 Ruiz

> **Signature of Reporting Person Date

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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) Grant of shares in partial payment of retainer.
- (2) Some of these shares are restricted.
- (3) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (4) These options vest one year after the date of grant.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

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.