EASTMAN KODAK CO

Form 4 July 06, 2006

FORM 4

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

SECURITIES

OMB 3235-0287

OMB APPROVAL

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RUIZ HECTOR	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	EASTMAN KODAK CO [EK]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	X Director 10% Owner		
EASTMAN KODAK	07/03/2006	Officer (give title Other (specify		
COMPANY, 343 STATE STREET		below) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
ROCHESTER, NY 14650		Person		
(City) (State) (Zin)				

` •	, , ,	1 abi	e i - Noii-D	erivative Securities Acq	juirea, Disposea o	i, or belieficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		

		Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	
Common Stock	07/03/2006	A		1,900 (1)	A	\$ 23.68	18,013 (2)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

Reporting Owners 2

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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.