

Wilfong Diane E
Form 4
January 03, 2007

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 *
Wilfong Diane E

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Contoller

ROCHESTER, NY 14650

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/31/2006 | | M | 781.11 (1) A \$ 0 | 11,277.11 (3) | D | |
| Common Stock | 12/31/2006 | | F | 264.11 (2) D \$ 25.86 | 11,013 (3) | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (right to buy) | \$ 31.3 | | | | | (6) 07/19/2009 | Common Stock 1,84 |
| Option (right to buy) | \$ 31.3 | | | | | (6) 03/29/2010 | Common Stock 4,60 |
| Option (right to buy) | \$ 31.3 | | | | | (6) 01/11/2011 | Common Stock 5,93 |
| Option (right to buy) | \$ 31.3 | | | | | (6) 11/15/2011 | Common Stock 9,25 |
| Option (right to buy) | \$ 36.66 | | | | | (6) 11/21/2012 | Common Stock 9,25 |
| Option (right to buy) | \$ 30.42 | | | | | (6) 02/06/2013 | Common Stock 3,00 |
| Option (right to buy) | \$ 22.82 | | | | | (6) 10/16/2013 | Common Stock 5,00 |
| Option (right to buy) ⁽⁴⁾ | \$ 25.88 | | | | | (6) 12/11/2013 | Common Stock 16,6 |
| Restricted Stock Units ⁽⁵⁾ | <u>(7)</u> | 12/31/2006 | | M | 7.39 ⁽⁸⁾ | 12/31/2006 12/31/2006 | Common Stock 7.39 |
| Restricted Stock Units | <u>(7)</u> | 12/31/2006 | | M | 781.11 | ⁽⁹⁾ ⁽⁹⁾ | Common Stock 781. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilfong Diane E 343 STATE STREET ROCHESTER, NY 14650 | | | Contoller | |

Signatures

Patrick M. Sheller as attorney in fact for Diane E.
Wilfong

01/03/2007

__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) Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.
- (2) Payment of withholding taxes.
- (3) Some of these shares are restricted.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) These units convert on a one-for-one basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) Not Applicable

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.