

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BROWN CHARLES S JR</u>  (Last) (First) (Middle) 343 STATE STREET  (Street) ROCHESTER NY 14650  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ EK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,339 <sup>(1)</sup>	D	
Common Stock	05/19/2006		S		1,575.4124 <sup>(2)</sup>	D	\$23.86	0	I	By Trustee in 401(k)
Common Stock								83.687 <sup>(3)</sup>	I	By Trustee of ESOP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option (right to buy)	\$31.3							(4)	03/28/2006	Common Stock	7,353	7,353	D	
Option (right to buy)	\$31.3							(4)	03/12/2007	Common Stock	327	327	D	
Option (right to buy)	\$31.3							(4)	04/03/2007	Common Stock	7,308	7,308	D	
Option (right to buy)	\$31.3							(4)	03/01/2008	Common Stock	5,000	5,000	D	
Option (right to buy)	\$31.3							(4)	03/12/2008	Common Stock	209	209	D	
Option (right to buy)	\$24.49							(6)	11/18/2010	Common Stock	14,750	14,750	D	
Option (right to buy)	\$31.3							(4)	04/01/2008	Common Stock	9,000	9,000	D	
Option (right to buy)	\$31.3							(4)	03/11/2009	Common Stock	519	519	D	
Option (right to buy)	\$31.3							(4)	03/31/2009	Common Stock	10,500	10,500	D	
Option (right to buy)	\$31.3							(4)	03/29/2010	Common Stock	16,667	16,667	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$31.3							(4)	04/12/2010	Comon Stock	5,000		5,000	D	
Option (right to buy)	\$31.3							05/24/2004	05/23/2011	Common Stock	3,333		3,333	D	
Option (right to buy)	\$31.3							11/16/2004	11/15/2011	Common Stock	32,200		32,200	D	
Option (right to buy)	\$36.66							(6)	11/21/2012	Common Stock	32,200		32,200	D	
Option (right to buy)	\$31.71							(6)	12/09/2011	Common Stock	16,750		16,750	D	
Option (right to buy)	\$26.47							(6)	05/31/2012	Common Stock	63,750		63,750	D	
Option (right to buy) <sup>(5)</sup>	\$24.75							(6)	12/06/2012	Common	20,940		20,940	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- These shares were transferred out of the SIP Kodak stock account into a different investment.
- This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units.
- These options have vested.
- Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- These options vest one-third on each of the first three anniversaries of the date of grant.

**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. Brown on May 23, 2006.

Laurence L. Hickey, as  
attorney-in-fact for Charles S. Brown, Jr.    05/23/2006

\*\* Signature of Reporting Person      Date

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

\* 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).

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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