

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* BROWN CHARLES S JR (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]	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) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2006	
		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			

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					
Restricted Stock Units	(1)							(2)	(2)	Common Stock	1,737.31	1,737.31	D	
Stock Units	(1)							(2)	(2)	Common Stock	144.71	144.71	D	
Stock Units	(1)							(2)	(2)	Common Stock	5,227.09	5,227.09	D	
Stock Units	(1)							(2)	(2)	Common Stock	438.56	438.56	D	
Restricted Share Units	(1)							(2)	(2)	Common Stock	4,123.65	4,123.65	D	
Share Units	(1)							(2)	(2)	Common Stock	5,993.15	5,993.15	D	
Stock Unit	(1)							(2)	(2)	Common Stock	8,823.23	8,823.23	D	
Phantom Stock Units	(1)							(2)	(2)	Common Stock	6,042.68	6,042.68	D	
Restricted Stock Units ⁽³⁾	(1)	02/20/2006		A		3,315		12/31/2006 ⁽⁴⁾	12/31/2006 ⁽⁴⁾	Common Stock	3,315	\$26.41	3,315	D

Explanation of Responses:

- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- This is the date these restricted stock units will vest.

Remarks:

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Form 4 filed by Charles S. Brown on March 16, 2006.

Laurence L. Hickey, as attorney-in-fact for Charles S. Brown, Jr. 03/16/2006

** 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.

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 Number.