

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>Hellyar Mary Jane</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 Officer (give title below) Other (specify below) X Senior Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/18/2006 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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 | | | | | | | | 30,164.27 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 23.6967 | I | by Trustee of ESOP |
| Common Stock | 10/18/2006 | | S | | 42 | D | \$22.58 | 0 | I | Shares held by spouse |

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 | | | | | | | (2) | 04/03/2007 | Common Stock | 3,000 | 3,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/31/2008 | Common Stock | 3,000 | 3,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/11/2009 | Common Stock | 273 | 273 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/31/2009 | Common Stock | 3,750 | 3,750 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 05/02/2009 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/29/2009 | Common Stock | 8,000 | 8,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 01/11/2011 | Common Stock | 6,333 | 6,333 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 11/15/2011 | Common Stock | 13,800 | 13,800 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (4) | 11/21/2012 | Common Stock | 16,830 | 16,830 | D | |
| Option (right to buy) | \$24.49 | | | | | | | (4) | 11/18/2010 | Common Stock | 5,000 | 5,000 | 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) | \$31.71 | | | | | | | (4) | 12/09/2011 | Common Stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$31.52 | | | | | | | (4) | 01/16/2012 | Common Stock | 10,000 | | 10,000 | D | |
| Option (right to buy) | \$26.47 | | | | | | | (4) | 05/31/2012 | Common Stock | 50,000 | | 50,000 | D | |
| Option (right to buy) ⁽³⁾ | \$24.75 | | | | | | | (4) | 12/06/2012 | Common Stock | 16,750 | | 16,750 | D | |
| Option (right to buy) ⁽³⁾ | \$25.88 | | | | | | | (4) | 12/11/2013 | Common Stock | 58,690 | | 58,690 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/01/2008 | Common Stock | 67 | | 67 | I | Options held by spouse |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2010 | Common Stock | 67 | | 67 | I | Options held by spouse |

Explanation of Responses:

- Some of these shares are restricted.
- These options have vested.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These options vest one-third on each of the first three anniversaries of the grant date.

Remarks:

Laurence L. Hickey, as
attorney-in-fact for Mary Jane 01/26/2007
Hellyar

** 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.