

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <b>BROWN CHARLES S JR</b>  (Last) (First) (Middle) <b>343 STATE STREET</b>  (Street) <b>ROCHESTER NY 14650</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ EK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>Senior Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2005</b>	
		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)	07/15/2005		A		16.21 <sup>(3)</sup>		(2)	(2)	Common Stock	125.7	\$26.47	125.7	D
Stock Units	(1)	12/14/2005		A		19.01 <sup>(3)</sup>		(2)	(2)	Common Stock	144.71	\$21.79	144.71	D
Stock Units	(1)							(2)	(2)	Common Stock	5,227.09		5,227.09	D
Stock Units	(1)	07/15/2005		A		49.12 <sup>(3)</sup>		(2)	(2)	Common Stock	380.94	\$26.47	380.94	D
Stock Units	(1)	12/14/2005		A		57.62 <sup>(3)</sup>		(2)	(2)	Common Stock	438.56	\$21.79	438.56	D
Restricted Share Units	(1)							(2)	(2)	Common Stock	4,123.65		4,123.65	D
Share Units	(1)	07/15/2005		A		87.72 <sup>(3)</sup>		(2)	(2)	Common Stock	5,890.25	\$26.47	5,890.25	D
Share Units	(1)	12/14/2005		A		102.9 <sup>(3)</sup>		(2)	(2)	Common Stock	5,993.15	\$21.79	5,993.15	D
Stock Unit	(1)	07/15/2005		A		76.5 <sup>(3)</sup>		(2)	(2)	Common Stock	8,733.49	\$26.47	8,733.49	D
Stock Unit	(1)	12/14/2005		A		89.74 <sup>(3)</sup>		(2)	(2)	Common Stock	8,823.23	\$21.79	8,823.23	D
Phantom Stock Units	(1)	07/15/2005		A		52.39 <sup>(3)</sup>		(2)	(2)	Common Stock	5,981.21	\$26.47	5,981.21	D
Phantom Stock Units	(1)	12/14/2005		A		61.47 <sup>(3)</sup>		(2)	(2)	Common Stock	6,042.68	\$21.79	6,042.68	D

**Explanation of Responses:**

- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- These units were credited to the reporting person's account as dividend equivalents.

**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 December 29, 2005.

Laurence L. Hickey, as  
attorney-in-fact for Charles S. Brown, Jr. 12/29/2005

\*\* Signature of Reporting Person Date

\* 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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