

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 | |
|--|-----------|
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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).

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>LANGLEY JAMES J</u> (Last) (First) (Middle) <u>343 STATE STREET</u> (Street) <u>ROCHESTER NY 14650</u> (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) <u>12/31/2006</u> | |
| | | 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 | 12/31/2006 | | M | | 3,426.68 ⁽¹⁾ | A | \$0 | 13,292.68 ⁽³⁾ | D | |
| Common Stock | 12/31/2006 | | F | | 1,158.68 ⁽²⁾ | D | \$25.86 | 12,134 ⁽³⁾ | 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) | \$24.49 | | | | | | | (5) | 11/18/2010 | common stock | 13,400 | | 13,400 | D | | |
| Option (right to buy) | \$31.71 | | | | | | | (5) | 12/09/2011 | Common Stock | 16,750 | | 16,750 | D | | |
| Option (right to buy) | \$26.47 | | | | | | | (5) | 05/31/2012 | Common Stock | 62,500 | | 62,500 | D | | |
| Option (right to buy) ⁽⁴⁾ | \$24.75 | | | | | | | (5) | 12/06/2012 | Common Stock | 20,940 | | 20,940 | D | | |
| Option (right to buy) ⁽⁴⁾ | \$25.88 | | | | | | | (5) | 12/11/2013 | Common Stock | 58,690 | | 58,690 | D | | |
| Restricted Stock Units ⁽⁶⁾ | (7) | 12/14/2006 | | A | | 32.42 ⁽⁸⁾ | | | 12/31/2006 ⁽⁹⁾ | 12/31/2006 ⁽⁹⁾ | Common Stock | 32.42 | \$0 | 3,426.68 | D | |
| Restricted Stock Units | (7) | 12/31/2006 | | M | | | 3,426.68 | (10) | (10) | Common Stock | 3,426.68 | \$0 | 0 | D | | |

Explanation of Responses:

- Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.
- Payment of withholding taxes.
- Some of these shares are restricted.
- 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 date of grant.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2004 cycle.
- These units convert on a one-for-one basis.
- These units were credited to the reporting person's account as dividend equivalents.
- This is the date these restricted stock units will vest.
- Not Applicable

Remarks:

Patrick M. Sheller, as attorney-in-fact for James J. Langley 01/03/2007

** 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.