

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* <u>DONAHUE TIMOTHY M</u> | | | 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2006</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| EASTMAN KODAK COMPANY 343 STATE STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>ROCHESTER NY 14650</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 12/12/2006 | | A | | 1,500 ⁽¹⁾ | A | \$25.88 | 8,745 ⁽²⁾ | 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 | | | | | |
| Option (right to buy) ⁽³⁾ | \$25.92 | | | | | | | (4) | 11/05/2011 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) ⁽³⁾ | \$29.1 | | | | | | | (4) | 01/01/2012 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) ⁽³⁾ | \$36.66 | | | | | | | (4) | 11/21/2012 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) ⁽³⁾ | \$24.49 | | | | | | | (4) | 11/18/2013 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) ⁽³⁾ | \$31.71 | | | | | | | (4) | 12/09/2014 | Common Stock | 1,500 | 1,500 | D | |
| Option (right to buy) ⁽⁵⁾ | \$24.75 | | | | | | | (4) | 12/06/2012 | Common Stock | 1,500 | 1,500 | D | |
| Option (right to buy) ⁽⁵⁾ | \$25.88 | 12/12/2006 | | A | | 1,500 | | (4) | 12/11/2013 | Common Stock | 1,500 | \$0 | 1,500 | D |
| Phantom Stock Units | (6) | | | | | | | (7) | (7) | Common Stock | 7,128.53 | | 7,128.53 | D |

Explanation of Responses:

- These shares are restricted.
- Some of These shares are restricted.
- Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- These options vest one year after the date of grant
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- This award converts to common stock on a 1-for-1 basis.
- Phantom stock units do not have exercise dates or expiration dates.

Remarks:

Laurence L. Hickey, as
attorney-in-fact for Timothy M. 12/14/2006
Donahue

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.