

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>PEREZ ANTONIO M</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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							160,000 ⁽¹⁾	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)	\$30.96							(2)	04/01/2013	common stock		500,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock		51,500	D	
Option (right to buy)	\$31.71							(3)	12/09/2011	Common Stock		90,130	D	
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock		300,000	D	
Option (right to buy) ⁽⁴⁾	\$24.75							(3)	12/06/2012	Common Stock		135,000	D	
Restricted Stock Units ⁽⁵⁾	(6)							(7)	(7)	common stock		50,000	D	
Stock Units ⁽⁵⁾	(6)							(7)	(7)	Common Stock		2,376.81	D	
Stock Unit	(6)							(7)	(7)	Common Stock		16,841.26	D	
Restricted Stock Units ⁽⁸⁾	(6)	02/20/2006		A		17,850		12/31/2006 ⁽⁹⁾	12/31/2006 ⁽⁹⁾	Common Stock	\$26.41	17,850	D	

Explanation of Responses:

- Some of these shares are restricted.
- Employee stock option granted under the 1997 Stock Option Plan in a transaction exempt under Rule 16b-3. One-half of the options vest on the second anniversary of the date of grant; the balance vest on the fifth anniversary.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- These units convert on a one-to-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:

Laurence L. Hickey, as attorney-in-fact for Antonio M. Perez 03/16/2006

** 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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