

<b>OMB APPROVAL</b>	
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**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* <b>COLLINS MARTHA LAYNE</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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/07/2005</b>	

**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	12/07/2005		A		1,500 <sup>(1)</sup>	A	\$24.75	6,200 <sup>(2)</sup>	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) <sup>(3)</sup>	\$65.625							(4)	01/02/2010	Common Stock		2,000	D	
Option (right to buy) <sup>(3)</sup>	\$38.7813							(4)	01/01/2011	Common Stock		2,000	D	
Option (right to buy) <sup>(3)</sup>	\$29.1							(4)	01/01/2012	Common Stock		2,000	D	
Option (right to buy) <sup>(3)</sup>	\$36.66							(4)	11/21/2012	Common Stock		2,000	D	
Option (right to buy) <sup>(3)</sup>	\$24.49							(4)	11/18/2013	Common Stock		2,000	D	
Option (right to buy) <sup>(3)</sup>	\$31.71							(4)	12/09/2014	Common Stock		1,500	D	
Option (right to buy) <sup>(5)</sup>	\$24.75	12/07/2005		A		1,500		(4)	12/06/2012	Common Stock	\$24.75	1,500	D	
Phantom Stock Units	(6)							(7)	(7)	Common Stock		136,385.5154	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.
- These units convert on a one-for-one basis.
- Phantom stock units do not have exercise dates or expiration dates.

**Remarks:**

Laurence L. Hickey, as attorney 12/09/2005  
in fact for Martha Layne Collins

\*\* 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.

