

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>JAGER DURK I</u><br><br>(Last) (First) (Middle)<br><u>EASTMAN KODAK COMPANY</u><br><u>343 STATE STREET</u><br><br>(Street)<br><u>ROCHESTER NY 14650</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>EASTMAN KODAK CO [ EK ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>01/02/2007</u>         |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                      | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 01/02/2007                           |  | A                              |   | 768 <sup>(1)</sup>  | A          | \$26.04 | 5,268   | 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) <sup>(2)</sup>       | \$65.625   |                                      |  |                                |   |  |     | (3)  | 01/02/2010      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(2)</sup>       | \$38.7813  |                                      |  |                                |   |  |     | (3)  | 01/01/2011      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(2)</sup>       | \$29.1   |                                      |  |                                |   |  |     | (3)  | 01/01/2012      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(2)</sup>       | \$36.66  |                                      |  |                                |   |  |     | (3)  | 11/21/2012      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(2)</sup>       | \$24.49  |                                      |  |                                |   |  |     | (3)  | 11/18/2013      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(2)</sup>       | \$31.71  |                                      |  |                                |   |  |     | (3)  | 12/09/2014      | Common Stock  | 1,500                      |  | 1,500  | D   |  |
| Option (right to buy) <sup>(4)</sup>       | \$24.75  |                                      |  |                                |   |  |     | (3)  | 12/06/2012      | Common Stock  | 1,500                      |  | 1,500  | D   |  |
| Option (right to buy) <sup>(4)</sup>       | \$25.88  |                                      |  |                                |   |  |     | (3)  | 12/11/2013      | Common Stock  | 1,500                      |  | 1,500  | D   |  |
| Phantom Stock Units                        | (5)  | 12/14/2006                           |  | A                              |   | 218.25 <sup>(6)</sup>  |     | (7)  | (7)             | Common Stock  | 218.25                     | \$0  | 24,564.21  | D   |  |

**Explanation of Responses:**

- Grant of shares in partial payment of annual retainer.
- 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.
- These units were credited to the reporting person's account as dividend equivalents.
- Phantom stock units do not have exercise dates or expiration dates.

**Remarks:**

Patrick M. Sheller, as attorney- 01/04/2007  
in-fact for Durk I. Jager

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.

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