

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

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>Haag Joyce P</u> (Last) (First) (Middle) 343 STATE STREET (Street) ROCHESTER NY 14650 (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) 12/31/2006 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 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 | | 676.97 ⁽¹⁾ | A | \$0 | 676.97 | D | |
| Common Stock | 12/31/2006 | | F | | 228.96 ⁽²⁾ | D | \$25.86 | 448.01 | D | |
| Common Stock | | | | | | | | 5,230.9779 | I | By Trustee in 401(k) |
| Common Stock | | | | | | | | 23.6967 | I | By Trustee in ESOP |
| Common Stock | | | | | | | | 4,110.8546 | I | By Trustee in Spouse's 401(k) |
| Common Stock | | | | | | | | 23.6967 | I | By Trustee in Spouse's ESOP |
| Common Stock | | | | | | | | 100 | I | By Trustee in IRA |
| Common Stock | | | | | | | | 100 | I | By Spouse |
| Common Stock | | | | | | | | 100 ⁽³⁾ | I | By adult children |
| Common Stock | | | | | | | | 733 | I | As a Trustee of Gull Rock Foundation, Inc. |
| Common Stock | | | | | | | | 4,300 | I | As co-Manager of Pluta Family, LLC |

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) | \$31.3 | | | | | | | (4) | 04/03/2007 | Common Stock | 1,760 | | 1,760 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 03/17/2008 | Common Stock | 97 | | 97 | 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) | \$31.3 | | | | | | | (4) | 04/01/2008 | Common Stock | 2,200 | | 2,200 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 05/04/2008 | Common Stock | 600 | | 600 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 03/11/2009 | Common Stock | 241 | | 241 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 03/31/2009 | Common Stock | 2,200 | | 2,200 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 03/29/2010 | Common Stock | 2,934 | | 2,934 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 01/11/2011 | Common Stock | 3,667 | | 3,667 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 11/15/2011 | Common Stock | 6,500 | | 6,500 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (5) | 11/21/2011 | Common Stock | 6,875 | | 6,875 | D | |
| Option (right to buy) | \$26.47 | | | | | | | (5) | 05/31/2012 | Common Stock | 30,833 | | 30,833 | D | |
| Option (right to buy) | \$27.06 | | | | | | | (5) | 06/29/2012 | Common Stock | 10,000 | | 10,000 | D | |
| Option (right to buy) | \$27.06 | | | | | | | (5) | 06/29/2012 | Common Stock | 10,000 | | 10,000 | D | |
| Option (right to buy) ⁽⁶⁾ | \$24.75 | | | | | | | (5) | 12/06/2012 | Common Stock | 12,400 | | 12,400 | D | |
| Option (right to buy) ⁽⁶⁾ | \$25.88 | | | | | | | (5) | 12/11/2013 | Common Stock | 41,580 | | 41,580 | D | |
| Restricted Stock Units ⁽⁷⁾ | (9) | 12/31/2006 | | A | | 6.41 ⁽⁸⁾ | | 12/31/2006 ⁽¹¹⁾ | 12/31/2006 ⁽¹¹⁾ | Common Stock | 6.41 | \$0 | 676.97 | D | |
| Restricted Stock Units | (9) | 12/31/2006 | | M | | 676.97 | | (10) | (10) | Common Stock | 676.97 | \$0 | 0 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 04/01/2008 | Common Stock | 67 | | 67 | I | Options held by Spouse |
| Option (right to buy) | \$31.3 | | | | | | | (4) | 03/12/2010 | Common Stock | 67 | | 67 | I | Options held by Spouse |

Explanation of Responses:

- Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.
- Payment of withholding taxes.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- These Options have vested.
- These options vest one-third on each of the first three anniversaries of the grant date.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, cycle 2004-2005.
- These units were credited to the reporting person's account as dividend equivalents.
- These units convert on a one-for-one basis.
- Not Applicable
- This is the date these restricted stock units will vest.

Remarks:

Patrick M. Sheller, as attorney-
in-fact for Joyce P. Haag 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.