

**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>Lloyd William J</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(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		
<u>343 STATE STREET</u>			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								3,310 <sup>(1)</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	Title	Amount or Number of Shares				
Option (right to buy)	\$24.49							(3)	11/18/2010	Common Stock	4,000		4,000	D	
Option (right to buy)	\$31.74							(3)	12/08/2011	Common Stock	30,000		30,000	D	
Option (right to buy)	\$31.17							(3)	12/09/2011	Common Stock	4,000		4,000	D	
Option (right to buy)	\$26.46							(3)	05/11/2012	Common Stock	10,000		10,000	D	
Option (right to buy)	\$26.47							(3)	05/31/2012	Common Stock	33,333		33,333	D	
Option (right to buy) <sup>(2)</sup>	\$24.75							(3)	12/06/2012	Common Stock	12,400		12,400	D	
Option (right to buy) <sup>(2)</sup>	\$25.88	12/12/2006		A		42,580		(3)	12/11/2013	Common Stock	42,580	\$0	42,580	D	
Restricted Stock Units <sup>(4)</sup>	(5)							12/31/2006 <sup>(6)</sup>	12/31/2006 <sup>(6)</sup>	Common Stock	1,186.37		1,186.37	D	

**Explanation of Responses:**

- These shares are restricted.
- Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- These options vest one-third on each of the first three anniversaries of the grant date.
- These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- These units convert on a one-for-one basis.
- This is the date these restricted stock units will vest.

**Remarks:**

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd 12/14/2006

\*\* 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.

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