

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CARP DANIEL A</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								34,771 <sup>(1)</sup>	D	
Common Stock								5,034.704 <sup>(2)</sup>	I	By Trustee in 401(k)
Common Stock								83.687 <sup>(3)</sup>	I	By Trustee in ESOP

**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)	\$42.938							(4)	02/14/2004	common stock	7,600		7,600	D	
Option (right to buy)	\$56.313							(4)	04/19/2005	common stock	14,820		14,820	D	
Option (right to buy)	\$62.6875							(4)	10/31/2005	common stock	15,000		15,000	D	
Option (right to buy)	\$71.813							(4)	03/28/2006	common stock	34,000		34,000	D	
Option (right to buy)	\$90.438							(4)	03/12/2007	common stock	1,993		1,993	D	
Option (right to buy)	\$74.313							(4)	04/03/2007	common stock	50,000		50,000	D	
Option (right to buy)	\$61.594							(4)	03/12/2008	common stock	1,402		1,402	D	
Option (right to buy)	\$65.906							(4)	04/01/2008	common stock	100,000		100,000	D	
Option (right to buy)	\$73.844							(4)	04/30/2008	common stock	300,000		300,000	D	
Option (right to buy)	\$66.75							(4)	03/11/2009	common stock	2,223		2,223	D	
Option (right to buy)	\$63.875							(4)	03/31/2009	common stock	100,000		100,000	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)	\$55.188							(4)	03/29/2010	common stock	100,000		100,000	D	
Option (right to buy)	\$40.9687							01/12/2004	01/11/2011	common stock	160,000		160,000	D	
Option (right to buy)	\$29.31							11/16/2004	11/15/2011	common stock	250,000		250,000	D	
Option (right to buy)	\$36.66							(5)	11/21/2012	common stock	175,000		175,000	D	
Option (right to buy)	\$24.49							(5)	11/18/2010	common stock	72,000		72,000	D	
Option (right to buy)	\$31.71							(5)	12/09/2011	Common Stock	108,000		108,000	D	
Option (right to buy)	\$26.47							(5)	05/31/2012	Common Stock	91,667		91,667	D	
Option (right to buy) <sup>(6)</sup>	\$24.75	12/07/2005		A		108,000		(5)	12/06/2012	Common	108,000	\$24.75	108,000	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices.
- These options have vested.
- 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.

**Remarks:**

This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Forms 4 filed by the Daniel A. Carp for the December 7, 2005 transaction.

Laurence L. Hickey, as  
attorney-in-fact for Daniel A. Carp      12/09/2005

\*\* 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.