

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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>Faraci Philip 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) Senior Vice President | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2007</u> | | | 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 | | | |
| 343 STATE STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| <u>ROCHESTER</u> | <u>NY</u> | <u>14650</u> | | | | | | | |

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 | 12/31/2007 | | M | | 4,965.73 ⁽¹⁾ | A | \$21.91 | 18,662.73 ⁽³⁾ | D | |
| Common Stock | 12/31/2007 | | F | | 1,678.73 ⁽²⁾ | D | \$21.91 | 16,984 ⁽³⁾ | 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) | \$26.47 | | | | | | | (4) | 05/31/2012 | Common Stock | 52,500 | | 52,500 | D | | |
| Option (right to buy) | \$26.46 | | | | | | | (4) | 05/11/2012 | Common Stock | 10,000 | | 10,000 | D | | |
| Option (right to buy) ⁽⁵⁾ | \$24.75 | | | | | | | (4) | 12/06/2012 | Common Stock | 20,940 | | 20,940 | D | | |
| Option (right to buy) ⁽⁵⁾ | \$25.01 | | | | | | | (4) | 01/31/2013 | Common Stock | 25,000 | | 25,000 | D | | |
| Option (right to buy) ⁽⁵⁾ | \$32.5 | | | | | | | (4) | 12/05/2011 | Common Stock | 32,500 | | 32,500 | D | | |
| Option (right to buy) ⁽⁵⁾ | \$25.88 | | | | | | | (4) | 12/11/2013 | Common Stock | 58,690 | | 58,690 | D | | |
| Option (right to buy) ⁽⁵⁾ | \$23.28 | | | | | | | (4) | 12/10/2014 | Common Stock | 130,490 | | 130,490 | D | | |
| Restricted Stock Units ⁽⁶⁾ | (8) | 07/16/2007 | | J | V | 42.43 ⁽⁷⁾ | | | 12/31/2007 ⁽⁹⁾ | 12/31/2007 ⁽⁹⁾ | Common Stock | 42.43 | \$0 | 4,910.43 | D | |
| Restricted Stock Units ⁽⁶⁾ | (8) | 12/14/2007 | | J | V | 55.3 ⁽⁷⁾ | | | 12/31/2007 ⁽⁹⁾ | 12/31/2007 ⁽⁹⁾ | Common Stock | 55.3 | \$0 | 4,965.73 | D | |
| Restricted Stock Units ⁽⁶⁾ | (8) | 12/31/2007 | | M | | | 4,965.73 | | 12/31/2007 ⁽⁹⁾ | 12/31/2007 ⁽⁹⁾ | Common Stock | 4,965.73 | \$0 | 0 | D | |

Explanation of Responses:

- Vesting and distribution of shares of the 2006 Executive Performance Share Program
- Payment of withholding taxes.
- Some of these shares are restricted.
- 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 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- These units were credited to the reporting person's account as dividend equivalents.
- 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 Philip J. Faraci 01/03/2008

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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