

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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2006</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		
<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			
<u>Common Stock</u>								<u>5,000⁽¹⁾</u>	<u>D</u>	

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				
<u>Option (right to buy)</u>	<u>\$24.49</u>							<u>(3)</u>	<u>11/18/2010</u>	<u>Common Stock</u>	<u>4,000</u>		<u>4,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$31.74</u>							<u>(3)</u>	<u>12/08/2011</u>	<u>Common Stock</u>	<u>30,000</u>		<u>30,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$31.17</u>							<u>(3)</u>	<u>12/09/2011</u>	<u>Common Stock</u>	<u>4,000</u>		<u>4,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$26.46</u>							<u>(3)</u>	<u>05/11/2012</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Option (right to buy)</u>	<u>\$26.47</u>							<u>(3)</u>	<u>05/31/2012</u>	<u>Common Stock</u>	<u>33,333</u>		<u>33,333</u>	<u>D</u>	
<u>Option (right to buy)⁽²⁾</u>	<u>\$24.75</u>							<u>(3)</u>	<u>12/06/2012</u>	<u>Common Stock</u>	<u>12,400</u>		<u>12,400</u>	<u>D</u>	
<u>Restricted Stock Units⁽⁴⁾</u>	<u>(5)</u>	<u>07/18/2006</u>		<u>A</u>		<u>13.37⁽⁶⁾</u>		<u>12/31/2006⁽⁷⁾</u>	<u>12/31/2006⁽⁷⁾</u>	<u>Common Stock</u>	<u>1,186.37</u>	<u>\$21.93</u>	<u>1,186.37</u>	<u>D</u>	

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.
- These units were credited to the reporting person's account as dividend equivalents.
- This is the date these restricted stock units will vest.

Remarks:

Laurence L. Hickey, as attorney-in-fact for William J. Lloyd 08/08/2006

** 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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