

EASTMAN KODAK CO
Form 4
December 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN CHARLES S JR

(Last) (First) (Middle)

343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 | | | | | 9,339 ⁽¹⁾ | | D |
| Common Stock | | | | | 1,521.039 ⁽²⁾ | | I By Trustee in 401(k) |
| Common Stock | | | | | 83.687 ⁽³⁾ | | I By Trustee of ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control**

SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4) | | | | |
|---|---|---|---|---|--|--|---|---------------------|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 03/09/2004 | Common Stock | 5,733 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 04/19/2005 | Common Stock | 5,867 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 10/12/2005 | Common Stock | 3,333 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 03/28/2006 | Common Stock | 7,353 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 03/12/2007 | Common Stock | 327 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 04/03/2007 | Common Stock | 7,308 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 03/01/2008 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 03/12/2008 | Common Stock | 209 |
| Option (right to buy) | \$ 24.49 | | | | | | | <u>(6)</u> | 11/18/2010 | Common Stock | 14,750 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(4)</u> | 04/01/2008 | Common Stock | 9,000 |
| | \$ 31.3 | | | | | | | <u>(4)</u> | 03/11/2009 | | 519 |

| | | | | | | | | | |
|--|------------|------------|--|---|--------|------------|-----------------------|-----------------|---------|
| Option (right to buy) | | | | | | | | Common Stock | |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 03/31/2009 | Common Stock | 10,500 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 03/29/2010 | Common Stock | 16,660 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(4)</u> | 04/12/2010 | Comon Stock | 5,000 |
| Option (right to buy) | \$ 31.3 | | | | | | 05/24/2004 05/23/2011 | Common Stock | 3,333 |
| Option (right to buy) | \$ 31.3 | | | | | | 11/16/2004 11/15/2011 | Common Stock | 32,200 |
| Option (right to buy) | \$ 36.66 | | | | | <u>(6)</u> | 11/21/2012 | Common Stock | 32,200 |
| Option (right to buy) | \$ 31.71 | | | | | <u>(6)</u> | 12/09/2011 | Common Stock | 16,750 |
| Option (right to buy) | \$ 26.47 | | | | | <u>(6)</u> | 05/31/2012 | Common Stock | 63,750 |
| Option (right to buy) <u>(5)</u> | \$ 24.75 | 12/07/2005 | | A | 20,940 | <u>(6)</u> | 12/06/2012 | Common | 20,940 |
| Restricted Stock Units | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 1,737.3 |
| Stock Units | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 5,227.0 |
| Stock Units | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 331.8 |
| Stock Units | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 109.4 |
| Restricted Share Units | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 4,325 |
| | <u>(7)</u> | | | | | <u>(8)</u> | <u>(8)</u> | | 5,802.5 |

| | | | | | |
|---------------------------|-----|-----|-----|-----------------|---------|
| Share Units | | | | Common Stock | |
| Stock Unit | (7) | (8) | (8) | Common Stock | 8,656.9 |
| Phantom Stock Units | (7) | (8) | (8) | Common Stock | 5,928.8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN CHARLES S JR 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S.
Brown, Jr.

12/09/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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
- (2) reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) 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 shares were previously reported as units.
- (4) These options have vested.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) These units convert on a one-for-one basis.
- (8) This date is not applicable to these units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.