#### EASTMAN KODAK CO

Form 4

January 03, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GUSTIN CARL E** 

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

(Zin)

EASTMAN KODAK CO [EK]

(Check all applicable)

(First) (Last)

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

Director \_X\_\_ Officer (give title

10% Owner Other (specify

343 STATE STREET

12/31/2006

6. Individual or Joint/Group Filing(Check

below) CMO, Senior Vice President

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ROCHESTER, NY 14650

(State)

(City)

(City)	(State)	Tabl	e I - Non-E	Perivative S	ecurit	ties Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Cransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)  (A) or		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)	
Common Stock	12/31/2006		M	3,087.7 (1)	A	\$0	9,047.7 (3)	D	
Common Stock	12/31/2006		F	1,043.7 (2)	D	\$ 25.86	8,004 (3)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Underlyin (Instr. 3 aı		
				Code V	· (	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/12/2007	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	04/03/2007	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/01/2008	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/12/2008	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	04/01/2008	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/11/2009	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/31/2009	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	11/21/2009	commo stock
Option (right to buy)	\$ 31.3							<u>(4)</u>	03/29/2010	commo stock
Option (right to buy)	\$ 31.3							11/16/2004	11/15/2011	commo stock
Option (right to buy)	\$ 36.66							(5)	11/21/2012	commo stock

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Option (right to buy)	\$ 24.49					<u>(5)</u>	11/18/2010	commo stock
Option (right to buy)	\$ 31.71					<u>(5)</u>	12/09/2011	Commo Stock
Option (right to buy) (6)	\$ 24.75					<u>(5)</u>	12/06/2012	Commo Stock
Option (right to buy) (6)	\$ 25.88					<u>(5)</u>	12/11/2013	Commo Stock
Stock Units	<u>(7)</u>					(8)	(8)	Commo Stock
Restricted Stock Units (9)	<u>(7)</u>					(10)	(10)	Commo Stock
Stock Units (9)	<u>(7)</u>					(10)	(10)	Commo Stock
Restricted Stock Units (11)	(7)	12/31/2006	M	29.22 (12)		12/31/2006(13)	12/31/2006(13)	Commo Stock
Restricted Stock	<u>(7)</u>	12/31/2006	M		3,087.7	<u>(14)</u>	<u>(14)</u>	Commo Stock

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			

GUSTIN CARL E 343 STATE STREET ROCHESTER, NY 14650

CMO, Senior Vice President

# **Signatures**

Units

Patrick M. Sheller, as attorney-in-fact for Carl E.

Gustin

01/03/2007

\*\*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) Vesting and distribution of shares of the Leadership Stock Program, 2004-2005 cycle.
- (2) Payment of withholding taxes.

Reporting Owners 3

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- (3) Some of these shares are restricted.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (7) These units convert on a one-for-one basis.
- (8) This date is not applicable to share units.
- (9) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (10) This date is not applicable to restricted units.
- (11) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.
- (12) These units were credited to the reporting person's account as dividend equivalents.
- (13) This is the date these restricted stock units will vest.
- (14) Not Applicable

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.