#### LANGLEY JAMES J

Form 4

January 03, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Addr LANGLEY JA		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
343 STATE ST	TREET		12/31/2006	X Officer (give title Other (specify below) Senior Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHESTER,	NY 14650		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecuriti	es Acqui	red, 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)	Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 a	(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		Code V M	Amount 3,426.68 (1)	(D)	Price \$ 0	13,292.68 (3)	D	
Common Stock	12/31/2006		F	1,158.68 (2)	D	\$ 25.86	12,134 (3)	D	

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

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

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. Transacti Code (Instr. 8)	Acquire Dispose	ve Securities d (A) or	6. Date Exercisab Date (Month/Day/Year	•	7. Title and Underlying (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 24.49			Code v	(11)	(D)	<u>(5)</u>	11/18/2010	commor stock
Option (right to buy)	\$ 31.71						<u>(5)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.47						<u>(5)</u>	05/31/2012	Common Stock
Option (right to buy) (4)	\$ 24.75						<u>(5)</u>	12/06/2012	Common Stock
Option (right to buy) (4)	\$ 25.88						<u>(5)</u>	12/11/2013	Common Stock
Restricted Stock Units (6)	(7)	12/14/2006		A	32.42 (8)		12/31/2006(9)	12/31/2006(9)	Common Stock
Restricted Stock Units	(7)	12/31/2006		M		3,426.68	(10)	(10)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F</b>	Director	10% Owner	Officer	Other			
LANGLEY JAMES J							
343 STATE STREET			Senior Vice President				
ROCHESTER, NY 14650							

# **Signatures**

Patrick M. Sheller, as attorney-in-fact for James J.	
Langley	01/03/2007
**Signature of Reporting Person	Date

Reporting Owners 2

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### **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.
- (3) Some of these shares are restricted.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2004 cycle.
- (7) These units convert on a one-for-one basis.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) This is the date these restricted stock units will vest.
- (10) 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.