EASTMAN KODAK CO

Form 4

January 29, 2007

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Haag Joyce P			2. Issuer Name and 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)		
343 STATE S	TREET		(Month/Day/Year) 11/30/2005	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 448.01 D Stock Common By Trustee 5,230.9779 I Stock in 401(k) Common By Trustee 23.6967 Ι Stock in ESOP By Trustee Common 4,110.8546 in Spouse's Ι Stock 401(k) S By Trustee Common 11/30/2005 23.9 D \$ 0 I Stock 24.03 in Spouse's

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		ESOP
100	I	By Trustee in IRA
100	I	By Spouse
100 (1)	I	By adult children
733	I	As a Trustee of Gull Rock Foundation, Inc.
4,300	I	As co-Manager of Pluta Family, LLC
	100 100 <u>(1)</u> 733	100 I 100 (1) I 733 I

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 number.

SEC 1474 (9-02)

> 8. Price Deriva Securit (Instr.

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. Transactic Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.3					(2)	04/03/2007	Common Stock	1,760
Option (right to buy)	\$ 31.3					(2)	03/17/2008	Common Stock	97
Option (right to	\$ 31.3					(2)	04/01/2008	Common Stock	2,200

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buy)					
Option (right to buy)	\$ 31.3	(2)	05/04/2008	Common Stock	600
Option (right to buy)	\$ 31.3	(2)	03/11/2009	Common Stock	241
Option (right to buy)	\$ 31.3	(2)	03/31/2009	Common Stock	2,200
Option (right to buy)	\$ 31.3	(2)	03/29/2010	Common Stock	2,934
Option (right to buy)	\$ 31.3	(2)	01/11/2011	Common Stock	3,667
Option (right to buy)	\$ 31.3	(2)	11/15/2011	Common Stock	6,500
Option (right to buy)	\$ 36.66	(3)	11/21/2011	Common Stock	6,875
Option (right to buy)	\$ 26.47	(3)	05/31/2012	Common Stock	30,833
Option (right to buy)	\$ 27.06	(3)	06/29/2012	Common Stock	10,000
Option (right to buy)	\$ 27.06	(3)	06/29/2012	Common Stock	10,000
Option (right to buy) (4)	\$ 24.75	(3)	12/06/2012	Common Stock	12,400
Option (right to buy) (4)	\$ 25.88	(3)	12/11/2013	Common Stock	41,580
Option (right to buy)	\$ 31.3	(2)	04/01/2008	Common Stock	67
Option (right to buy)	\$ 31.3	(2)	03/12/2010	Common Stock	67

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Haag Joyce P 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Joyce P. Haag

01/29/2007

**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).
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) These Options have vested.
- (3) These options vest one-third on each of the first three anniversaries of the grant date.
- (4) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.

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.

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