BRADDOCK RICHARD S

Form 4

December 09, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

Check this box

obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **BRADDOCK RICHARD S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Middle) (Last)

EASTMAN KODAK CO [EK] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

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

EASTMAN KODAK COMPANY, 343 STATE STREET

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

12/07/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ROCHESTER, NY 14650

Common

Stock

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

12/07/2005

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

(A) or Code V Amount (D)

(1)

Transaction(s) (Instr. 3 and 4)

Reported

Price 1,500 24,624 (2) Α

24.75

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | e 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | Securiti | vative ies ed ed of | 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 or Number of Shares |
| Option (right to buy) (3) | \$ 65.625 | | | | | | <u>(4)</u> | 01/02/2010 | Common Stock | 2,000 |
| Option (right to buy) (3) | \$ 38.7813 | | | | | | <u>(4)</u> | 01/01/2011 | Common Stock | 2,000 |
| Option (right to buy) (3) | \$ 29.1 | | | | | | <u>(4)</u> | 01/01/2012 | Common Stock | 2,000 |
| Option (right to buy) (3) | \$ 36.66 | | | | | | <u>(4)</u> | 11/21/2012 | Common Stock | 2,000 |
| Option (right to buy) (3) | \$ 24.49 | | | | | | <u>(4)</u> | 11/18/2013 | Common Stock | 2,000 |
| Option (right to buy) (3) | \$ 31.71 | | | | | | <u>(4)</u> | 12/09/2014 | Common Stock | 1,500 |
| Option (right to buy) (5) | \$ 24.75 | 12/07/2005 | | A | 1,500 | | <u>(4)</u> | 12/06/2012 | Common Stock | 1,500 |
| Phantom Stock Units | <u>(6)</u> | | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 6,390.3018 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | | |
| BRADDOCK RICHARD S EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | X | | | | | | |

Reporting Owners 2

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Signatures

Laurence L. Hickey, as attorney-in-fact for Richard S.

Braddock

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) These shares are restricted.
- (2) Some of these shares are restricted.
- (3) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (4) These options vest one year after the date of grant.
- (5) Stock option granted under the 2005 Omnibus Long-Term Compensaton Plan.
- (6) This award converts to common stock on a 1-for-1 basis.
- (7) Phantom stock units do not have exercise dates or expiration dates.

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.

Signatures 3