

EASTMAN KODAK CO  
Form 4  
December 05, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARP DANIEL A

(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)  
12/01/2005

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)  
Chairman, CEO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)                            | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D)                   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----------------------|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units <sup>(2)</sup> | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 25,338.36                  |
| Restricted Stock Units                | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 5,213.799                  |
| Restricted Share Units                | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | common stock | 25,839.35                  |
| Share Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 35,304.8                   |
| Stock Units                           | <u>(3)</u>                   | 12/01/2005       |            |   | F    |   |     | 1,087.5<br><u>(1)</u> | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 73,912.5                   |
| Stock Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 4,692.05                   |
| Resticted Stock Units                 | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | common stock | 6,562.29                   |
| Stock Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 416.94                     |
| Resticted Stock Units                 | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | common stock | 25,000                     |
| Stock Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 1,564.02                   |
| Stock Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | common stock | 18,341.14                  |
| Stock Units                           | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | common stock | 1,164.31                   |
| Stock Unit                            | <u>(3)</u>                   |                  |            |   |      |   |     |                       | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 30,490.16                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARP DANIEL A  
343 STATE STREET  
ROCHESTER, NY 14650

X

Chairman, CEO

## Signatures

Laurence L. Hickey, as attorney-in-fact for Daniel A.  
Carp

12/05/2005

\_\_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) Payment of FICA taxes.

(2) This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Forms 4 filed by the Daniel A. Carp for the December 1, 2005 transaction.

(3) These units convert on a one-for-one basis.

(4) 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.

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