

SMITH- PILKINGTON KAREN A
 Form 4
 December 29, 2005

FORM 4

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

OMB APPROVAL

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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 *
 SMITH- PILKINGTON KAREN A

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)
 343 STATE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

ROCHESTER, NY 14650

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	15,308 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	23.282 ⁽²⁾	I	By Trustee in ESOP

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 31.3					08/26/2002 03/28/2006	common stock 1,936
Option (right to buy)	\$ 31.3					08/26/2002 04/03/2007	common stock 1,920
Option (right to buy)	\$ 31.3					08/26/2002 03/06/2008	common stock 2,250
Option (right to buy)	\$ 31.3					08/26/2002 03/12/2008	common stock 93
Option (right to buy)	\$ 31.3					08/26/2002 04/01/2008	common stock 2,200
Option (right to buy)	\$ 31.3					08/26/2002 02/11/2009	common stock 2,501
Option (right to buy)	\$ 31.3					08/26/2002 03/11/2009	common stock 249
Option (right to buy)	\$ 31.3					08/26/2002 03/31/2009	common stock 4,251
Option (right to buy)	\$ 31.3					08/26/2002 03/29/2010	common stock 8,667
Option (right to buy)	\$ 31.3					08/26/2002 01/11/2011	common stock 11,000
Option	\$ 31.3					11/16/2002 11/15/2011	common 13,800

(right to buy)								stock	
Option (right to buy)	\$ 26.86				(3)	10/09/2012		common stock	10,000
Option (right to buy)	\$ 36.66				(3)	11/21/2012		common stock	21,000
Option (right to buy)	\$ 24.49				(3)	11/18/2010		common stock	10,800
Option (right to buy)	\$ 31.71				(3)	12/09/2011		Common Stock	10,800
Restricted Stock Units	(4)				(5)	(5)		common stock	3,289.6
Stock Units	(4)	07/15/2005	A	30.92 (7)	(6)	(6)		Common Stock	239.73
Stock Units	(4)	12/14/2005	A	36.27 (7)	(6)	(6)		Common Stock	276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH- PILKINGTON KAREN A 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Karen A.
Smith-Pilkington

12/29/2005

**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) Some of these shares are restricted.
- (2) This represents a number of units held in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These units were acquired by the trustee over a period of time at current market prices.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units convert on a one-to-one basis.

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- (5) This date is not applicable to restricted units.
- (6) This date is not applicable to stock units.
- (7) These units were credited to the reporting person's account as dividend equivalents.

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.