Lloyd William 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

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31, Expires:

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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).

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 * Lloyd William J			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 all applicable)		
343 STATE STREET (Street)			(Month/Day/Year)	Director 10% Owner		
			12/31/2006	X Officer (give title Other (specify below) Senior Vice President 6. Individual or Joint/Group Filing(Check		
			4. If Amendment, Date Original			
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) Tabl	e I - Non-E	Derivative S	ecurit	ties Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect t Beneficial Ownership (Instr. 4)	
Common Stock	12/31/2006		Code V M	Amount 1,197.7 (1)	(D)	Price \$ 0	4,507.7 (3)	D	
Common Stock	12/31/2006		F	405.7 (2)	D	\$ 25.86	4,102 (3)	D	

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)

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)	Securities (A) or D (D)		6. Date Exercisab Date (Month/Day/Year	-	7. Title and . Underlying 3 (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy)	\$ 24.49						<u>(5)</u>	11/18/2010	Common Stock
Option (right to buy)	\$ 31.74						<u>(5)</u>	12/08/2011	Common Stock
Option (right to buy)	\$ 31.17						<u>(5)</u>	12/09/2011	Common Stock
Option (right to buy)	\$ 26.46						<u>(5)</u>	05/11/2012	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)	<u>(7)</u>	12/14/2006		A	11.33 (8)		12/31/2006(9)	12/31/2006(9)	Common Stock
Restricted Stock Units	(7)	12/31/2006		M		1,197.7	(10)	(10)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
			Senior Vice President				

Reporting Owners 2

Lloyd William J 343 STATE STREET ROCHESTER, NY 14650

Signatures

Patrick M. Sheller, as attorney-in-fact for William J. Lloyd

01/03/2007

**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).
- (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 grant date.
- (6) Theses units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 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.

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