

Hellyar Mary Jane
Form 4
December 13, 2007

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 *
Hellyar Mary Jane

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)
12/11/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive 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)
				(A) or (D) Price			
Common Stock					35,553 ⁽¹⁾	D	
Common Stock					23.6967	I	by Trustee of ESOP
Common Stock					24.6591	I	by Trustee in Spouse's KESOP

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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Option (right to buy)	\$ 31.3					(2) 03/31/2008	Common Stock	3
Option (right to buy)	\$ 31.3					(2) 04/01/2008	Common Stock	3
Option (right to buy)	\$ 31.3					(2) 03/11/2009	Common Stock	2
Option (right to buy)	\$ 31.3					(2) 03/31/2009	Common Stock	3
Option (right to buy)	\$ 31.3					(2) 05/02/2009	Common Stock	2
Option (right to buy)	\$ 31.3					(2) 03/29/2009	Common Stock	8
Option (right to buy)	\$ 31.3					(2) 01/11/2011	Common Stock	6
Option (right to buy)	\$ 31.3					(2) 11/15/2011	Common Stock	13
Option (right to buy)	\$ 36.66					(3) 11/21/2012	Common Stock	16
Option (right to buy)	\$ 24.49					(3) 11/18/2010	Common Stock	5

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Option (right to buy)	\$ 31.71					<u>(3)</u>	12/09/2011	Common Stock	5	
Option (right to buy)	\$ 31.52					<u>(3)</u>	01/16/2012	Common Stock	10	
Option (right to buy)	\$ 26.47					<u>(3)</u>	05/31/2012	Common Stock	50	
Option (right to buy) <u>(4)</u>	\$ 24.75					<u>(3)</u>	12/06/2012	Common Stock	16	
Option (right to buy) <u>(4)</u>	\$ 25.88					<u>(3)</u>	12/11/2013	Common Stock	58	
Option (right to buy) <u>(4)</u>	\$ 28.44					<u>(3)</u>	10/16/2014	Common Stock	20	
Option (right to buy) <u>(4)</u>	\$ 23.28	12/11/2007	A	69,920		<u>(3)</u>	12/10/2014	Common Stock	69	
Restricted Stock Units <u>(5)</u>	<u>(6)</u>						12/31/2007 ⁽⁷⁾	12/31/2007 ⁽⁷⁾	Common Stock	3
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/01/2008	Common Stock		
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/12/2010	Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650			Executive Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 12/13/2007

**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) Some of these shares are restricted.
- (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 Compensation Plan.
- (5) These units granted under the 2005 Omnibus Long-Term Compensation Plan; 2006 Executive Performance Share Program
- (6) These units convert on a one-for-one basis.
- (7) This is the date these restricted stock units will vest.

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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