$\Box$ 

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* VANGRAAFEILAND GARY P						2. Issuer Name and Ticker or Trading Symbol     EASTMAN KODAK CO [ EK ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)						
343 STATE STREET						3. Date of Earliest Transaction (Month/Day/Year) 12/12/2003								Senior '	Vice P	resident			
(Street) ROCHESTER NY 14650					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv X							
(City) (State) (Zip)													Form filed by More than One Reporting Person						
			Table I - Non	-Deriva	ative S	1			Disp				1						
1. Title of Security (Instr. 3) 2. Trans Date (Month/I						2A. Deen Execution if any (Month/D	n Date,	3. Transaction Code (Instr. 8) Code V		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 Amount (A) or (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	Stock							Coue					(Instr. 3 and 4) 24,628 <sup>(1)</sup>			D			
Common Stock													4,017.705 <sup>(2)</sup>		I		By Trustee of 401(k)		
Common Stock												46.413 <sup>(3)</sup>			I	By Trustee of ESOP			
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. Transa Code ) 8)	action	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)		ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin	e Owners es Form: ally Direct ( or Indire	Ownership	Beneficial Ownership (Instr. 4)		
	,			Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)					
Option (right to buy)	\$31.3							(4)		02/14/2004	common stock	5,067		5,06	67	D			
Option (right to buy)	\$31.3							(4)		04/19/2005	common stock	10,000		10,0	00	D			
Option (right to buy)	\$31.3							(4)		03/28/2006	common stock	9,200		9,20	00	D			
Option (right to buy)	\$31.3							(4)		03/12/2007	common stock	414		41	4	D			
Option (right to buy)	\$31.3							(4)		04/03/2007	common stock	9,600		9,60	00	D			
Option (right to buy)	\$31.3							(4)		03/01/2008	common stock	5,000	5,00		00	D			
Option (right to buy)	\$31.3							(4	ł)	03/12/2008	common stock	289		28	9	D			
Option (right to buy)	\$31.3							(4	ł)	04/01/2008	common stock	11,500		11,5	00	D			
Option (right to buy)	\$31.3							(4	l)	03/11/2009	common stock	593		59	3	D			
Option (right to buy)	\$31.3							(4)		03/31/2009	common stock	11,500		11,5	00	D			
Option (right to buy)	\$31.3							(4)		03/29/2010	common stock	15,333		15,3	33	D			
Option (right to buy)	\$31.3							11/16		11/15/2011	common stock	23,000		23,0	00	D			

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	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Option (right to buy)	\$ <mark>36.6</mark> 6							(5)	11/21/2012	common stock	28,750		28,750	D	
Option (right to buy)	\$24.49							(5)	11/18/2010	common stock	14,750		14,750	D	
Resticted Share Units	(6)	12/13/2002		J	v	227.99 <sup>(7)</sup>		(8)	(8)	common stock	227.99	\$36.955	9,589.44	D	
Resticted Share Units <sup>(10)</sup>	(6)							(8)	(8)	common stock	4,325		4,325	D	
Share Units	(6)	01/16/2003		F	v		62.72 <sup>(9)</sup>	(8)	(8)	common stock	62.72	\$39.14	5,201.72	D	
Share Units	(6)	07/16/2003		J	v	322.09 <sup>(7)</sup>		(8)	(8)	common stock	322.09	\$26.45	5,523.81	D	
Share Units	(6)	12/12/2003		J	v	102.84 <sup>(7)</sup>		(8)	(8)	common stock	102.84	\$23.79	5,626.61	D	
Resticted Stock Units	(6)	12/13/2002		J	v	116.815 <sup>(7)</sup>		(8)	(8)	common stock	116.815	\$28.91	4,913.352	D	
Resticted Stock Units	(6)	07/16/2003		J	v	167.228 <sup>(7)</sup>		(8)	(8)	common stock	167.228	\$26.45	5,080.58	D	
Resticted Stock Units	(6)	12/12/2003		J	v	52.785 <sup>(7)</sup>		(8)	(8)	common stock	52.785	\$23.79	5,131.37	D	
Phantom Stock Units	(6)	12/13/2002		J	v	52.94 <sup>(7)</sup>		(8)	(8)	common stock	52.94	\$36.96	2,226.61	D	
Phantom Stock Units	(6)	07/16/2003		J	v	75.78 <sup>(7)</sup>		(8)	(8)	common stock	75.78	\$26.44	2,302.39	D	
Phantom Stock Units	(6)	12/12/2003		J	v	24.19 <sup>(7)</sup>		(8)	(8)	common stock	24.19	\$23.79	2,326.58	D	

## Explanation of Responses:

1. Some of these shares are restricted.

2. This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.

3. This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices.

4. These options have vested.

5. These options vest one-third on each of the first three anniversaries of the date of the grant.

6. These units convert on a one-to-one basis.

7. These units were credited to the reporting person's account as dividend equivalents.

8. This date is not applicable to these units.

9. This tax payment is attributable to dividend equivalents.

10. The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.

**Remarks:** 

James M. Quinn, as attorney-infact for Gary P. VanGraafeiland 12/16/2003

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.