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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response:	0.5
Estimated average burden	

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
KERPELMAN DAN	L	x	Director	10% Owner						
(Last) (First) (Middle) 343 STATE STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2003		Officer (give title below) Senior Vice Pr	Other (specify below) esident						
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group Filing							
ROCHESTER NY 14650		X	Form filed by One Rep	orting Person						
(City) (State) (Zip)			Form filed by More that Person	n One Reporting						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Security (Instr. 3)	Date Execution Date,		Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and			Securities Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock								18,508(1)	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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Deri Secu Acq or D of (D	umber of vative urities uired (A) isposed)) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	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 Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Option (right to buy)	\$32.55							(2)	06/02/2012	common stock	43,000		43,000	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	common stock	32,500		32,500	D	
Option (right to buy)	\$24.49							(2)	11/18/2010	common stock	16,750		16,750	D	
Restricted Stock Units	(3)	12/31/2003		F			56.87 ⁽⁶⁾	(4)	(4)	common stock	56.87	\$25.64	3,865.13	D	
Stock Units	(3)							(5)	(5)	common stock	42		173.52	D	
Restricted Stock Units	(3)							(4)	(4)	common stock	5,000		5,000	D	
Stock Units	(3)							(5)	(5)	common stock	53.55		221.21	D	

Explanation of Responses:

1. Some of these shares are restricted.

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

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

4. This date is not applicable to restricted units.

5. Thie date is not applicable to stock units.

6. Payment of FICA taxes.

Remarks:

James M. Quinn, as attorneyin-fact for Dan Kerpelman

01/05/2004

** 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.