FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

this box if no longer subject to	
16 Form 4 or Form 5	

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

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Check this box if no longer sub, 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

					JI 36		(ii) or the iii	v Courier		That is Act of	1070							
BROWN CHARLES S JR					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  V Officer (give title Other (specify					
(Last) 343 STA	,		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/03/2004							X	below)	enior Vi	ce Pres	below)	poony	
(Street)	STER 1	NY	14650		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by Mare then One Reporting Person					
(City)	(	State)	(Zip)										Form filed by More than One Reporting Person					
			Table I - Non			1		uired,	Dis									
Cast   (First)   (Middle)				2. Transaction Date (Month/Day/Year)		Execut if any	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Form:	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	Stock			05/03/	/2004			Code	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	5,000 <sup>(11)</sup>	(D)	Price \$25.85	(Instr. 3 and	d 4)		D		
Common	Block			03/03/	2001					3,000	11	Ψ23.03	10,23				Ву	
Common Stock										$\perp$		1,521.039(2)				Trustee in 401(k)		
common stock												83.687(3)		I I		By Trustee of ESOP		
			Table II - E										ned			•	·	
1. Title of Derivative Conversion Date SA. Deemed Execution Date			4. Transa	action	5. Numb	i. Number of Derivative		Expiration Date o			d Amount es g Derivative	8. Price of Derivative Security	9. Numb derivativ	ve	10. Ownership	11. Nature of Indirect Beneficial		
	Price of Derivative	(WOIIII/Day/Tear)	(Month/Day/Year)		(msu.	Acquired Disposed (Instr. 3,	d (A) or d of (D)	(WOTH	/Day/ i	earj	Security (I	nstr. 3 and	(Instr. 5)	Beneficially Owned Following Reported	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares			tion(s)			
(right to	\$31.3							(5)		03/09/2004	common stock	5,733		5,73	33	D		
(right to	\$31.3							(5)		04/19/2005	common stock	5,867		5,80	67	D		
(right to	\$31.3							(5)		10/12/2005	common stock	3,333		3,33	33	D		
(right to	\$31.3							(5)		03/28/2006	common stock	7,353		7,35	53	D		
(right to	\$31.3							(5)		03/12/2007	common stock	327		32	7	D		
(right to	\$31.3							(5)		04/03/2007	common stock	7,308		7,308		D		
(right to	\$31.3							(5)		03/01/2008	common stock	5,000		5,000		D		
(right to	\$31.3							(5)		03/12/2008	common stock	209		209		D		
(right to	\$31.3							(5)		04/01/2008	common stock	9,000		9,000		D		
(right to	\$31.3							(5)		03/11/2009	common stock	519		51	9	D		
Option (right to buy)	\$31.3							(5)		03/31/2009	common stock	10,500		10,5	600	D		
Option (right to buy)	\$31.3							(5)		03/29/2010	common stock	16,667		16,667		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. 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 Following	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		Reported Transaction(s) (Instr. 4)		
Option (right to buy)	\$31.3							(5)	04/12/2010	comon stock	5,000		5,000	D	
Option (right to buy)	\$31.3							05/24/2004	05/23/2011	common stock	3,333		3,333	D	
Option (right to buy)	\$31.3							11/16/2004	11/15/2011	common stock	32,200		32,200	D	
Option (right to buy)	\$36.66							(6)	11/21/2012	common stock	32,200		32,200	D	
Option (right to buy)	\$24.49							(6)	11/18/2010	common stock	14,750		14,750	D	
Restricted Stock Units	(4)							(7)	(7)	common stock	5,227.09		5,227.09	D	
Stock Units	(4)							(7)	(7)	common stock	234.66		234.66	D	
Restricted Stock Units	(4)							(7)	(7)	common stock	1,750		1,750	D	
Stock Units	(4)							(7)	(7)	common stock	77.43		77.43	D	
Restricted Share Units	(4)							(7)	(7)	common stock	4,325		4,325	D	
Share Units	(4)							(7)	(7)	common stock	5,626.61		5,626.61	D	
Stock Unit	(4)	02/17/2004		Α		8,662 <sup>(9)</sup>		(9)	(10)	Common Stock	8,662	\$29.02	8,662	D	
Stock Unit	(4)	02/17/2004		F			156.32 <sup>(8)</sup>	(7)	(7)	Common Stock	156.32	\$29.02	8,505.68	D	
Phantom Stock	(4)							(7)	(7)	common stock	5,825.19		5,825.19	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. These shares were previously reported as units. 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. These shares were previously reported as units.
- 4. These units convert on a one-for-one basis.
- 5. These options have vested.
- 6. These options vest one-third on each of the first three anniversaries of the date of grant.
- 7. This date is not applicable to these units.
- 8. Payment of FICA taxes.
- 9. These units represent stock awarded under the Eastman Kodak Company 2000 Omnibus Long-Term Compensation Plan and deferred under that Plan as stock units. The units are entitled to dividend equivalents on each dividend payment date.
- 10. Deferred awards will be paid out on the date or dates selected by the Issuer.
- 11. These restricted shares were granted under the 2000 Omnibus Long-Term Compensation Plan on 05/03/04. The restrictions lapse on the third anniversary of the date of grant.

## Remarks:

James M. Quinn, as attorney-infact for Charles S. Brown, Jr.

\*\* Signature of Reporting Person Date

02/18/2004

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

- $^{\star}$  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.

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