

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* VANGRAAFEILAND GARY P _____ (Last) (First) (Middle) 343 STATE STREET _____ (Street) ROCHESTER NY 14650 _____ (City) (State) (Zip) | | | 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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ GC, Senior Vice President | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/16/2005 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 24,628 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 46.413 | 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. 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 Reported Transaction(s) (Instr. 4) | 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 | | | | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 02/14/2004 | common stock | 5,067 | | 5,067 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/19/2005 | common stock | 10,000 | | 10,000 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/28/2006 | common stock | 9,200 | | 9,200 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2007 | common stock | 414 | | 414 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/03/2007 | common stock | 9,600 | | 9,600 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/01/2008 | common stock | 5,000 | | 5,000 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2008 | common stock | 289 | | 289 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/01/2008 | common stock | 11,500 | | 11,500 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/11/2009 | common stock | 593 | | 593 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/31/2009 | common stock | 11,500 | | 11,500 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/29/2010 | common stock | 15,333 | | 15,333 | D | | |
| Option (right to buy) | \$31.3 | | | | | | | | 11/16/2004 | 11/15/2011 | common stock | 23,000 | | 23,000 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (3) | 11/21/2012 | common stock | 28,750 | | 28,750 | 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 Reported Transaction(s) (Instr. 4) | 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 | | | | |
| Option (right to buy) | \$24.49 | | | | | | | (3) | 11/18/2010 | common stock | 14,750 | | 14,750 | D | |
| Option (right to buy) | \$31.71 | | | | | | | (3) | 12/09/2011 | Common Stock | 14,750 | | 14,750 | D | |
| Restricted Share Units | (4) | | | | | | | (5) | (5) | common stock | 9,589.44 | | 9,589.44 | D | |
| Restricted Share Units ⁽⁶⁾ | (4) | 01/16/2005 | | F | | | 205.55 ⁽⁷⁾ | (5) | (5) | common stock | 205.55 | \$31.52 | 4,119.45 | D | |
| Share Units | (4) | | | | | | | (5) | (5) | common stock | 5,201.72 | | 5,201.72 | D | |
| Share Units | (4) | | | | | | | (5) | (5) | common stock | 5,523.81 | | 5,523.81 | D | |
| Share Units | (4) | | | | | | | (5) | (5) | Common Stock | 5,802.53 | | 5,802.53 | D | |
| Restricted Stock Units | (4) | | | | | | | (5) | (5) | Common Stock | 4,913.352 | | 4,913.352 | D | |
| Restricted Stock Units | (4) | | | | | | | (5) | (5) | common stock | 5,080.58 | | 5,080.58 | D | |
| Restricted Stock Units | (4) | | | | | | | (5) | (5) | Common Stock | 5,213.799 | | 5,213.799 | D | |
| Phantom Stock Units | (4) | | | | | | | (5) | (5) | common stock | 2,226.61 | | 2,226.61 | D | |
| Phantom Stock Units | (4) | | | | | | | (5) | (5) | common stock | 2,302.39 | | 2,302.39 | D | |

Explanation of Responses:

- Some of these shares are restricted.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of the grant.
- These units convert on a one-to-one basis.
- This date is not applicable to these units.
- The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- Payment of FICA taxes.

Remarks:

Laurence L. Hickey, as attorney-
in-fact for Gary P. VanGraafeiland 01/18/2005

** 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.

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