

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>CARP DANIEL A</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [EK]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2005</u> | | | 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 | | |
| 343 STATE STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>ROCHESTER NY 14650</u> | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 34,771 ⁽¹⁾ | D | |
| Common Stock ⁽⁶⁾ | | | | | | | | 5,034.704 ⁽²⁾ | I | By Trustee in 401(k) |
| Common Stock | | | | | | | | 83.687 ⁽³⁾ | I | By Trustee in 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 | | | | | |
| Option (right to buy) | \$42.938 | | | | | | | (4) | 02/14/2004 | common stock | 7,600 | 7,600 | D | |
| Option (right to buy) | \$56.313 | | | | | | | (4) | 04/19/2005 | common stock | 14,820 | 14,820 | D | |
| Option (right to buy) | \$62.6875 | | | | | | | (4) | 10/31/2005 | common stock | 15,000 | 15,000 | D | |
| Option (right to buy) | \$71.813 | | | | | | | (4) | 03/28/2006 | common stock | 34,000 | 34,000 | D | |
| Option (right to buy) | \$90.438 | | | | | | | (4) | 03/12/2007 | common stock | 1,993 | 1,993 | D | |
| Option (right to buy) | \$74.313 | | | | | | | (4) | 04/03/2007 | common stock | 50,000 | 50,000 | D | |
| Option (right to buy) | \$61.594 | | | | | | | (4) | 03/12/2008 | common stock | 1,402 | 1,402 | D | |
| Option (right to buy) | \$65.906 | | | | | | | (4) | 04/01/2008 | common stock | 100,000 | 100,000 | D | |
| Option (right to buy) | \$73.844 | | | | | | | (4) | 04/30/2008 | common stock | 300,000 | 300,000 | D | |
| Option (right to buy) | \$66.75 | | | | | | | (4) | 03/11/2009 | common stock | 2,223 | 2,223 | 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) | \$63.875 | | | | | | | (4) | 03/31/2009 | common stock | 100,000 | | 100,000 | D | |
| Option (right to buy) | \$55.188 | | | | | | | (4) | 03/29/2010 | common stock | 100,000 | | 100,000 | D | |
| Option (right to buy) | \$40.9687 | | | | | | | 01/12/2004 | 01/11/2011 | common stock | 160,000 | | 160,000 | D | |
| Option (right to buy) | \$29.31 | | | | | | | 11/16/2004 | 11/15/2011 | common stock | 250,000 | | 250,000 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (5) | 11/21/2012 | common stock | 175,000 | | 175,000 | D | |
| Option (right to buy) | \$24.49 | | | | | | | (5) | 11/18/2010 | common stock | 72,000 | | 72,000 | D | |
| Option (right to buy) ⁽⁶⁾ | \$31.71 | | | | | | | (5) | 12/09/2011 | Common Stock | 108,000 | | 108,000 | D | |
| Option (right to buy) | \$26.47 | 06/01/2005 | | A | | 91,667 | | (5) | 05/31/2012 | Common Stock | 91,667 | \$26.47 | 91,667 | D | |

Explanation of Responses:

- Some of these shares are restricted.
- 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.
- 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 options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Forms 4 filed by the Daniel A. Carp for the June 1, 2005 transaction.

Remarks:

Laurence L. Hickey, as
attorney-in-fact for Daniel A. Carp 06/03/2005

** 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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