SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KERPELMAN DAN	EASTMAN KODAK CO [EK]	Director 10% Owner X Officer (give title below) Other (specify below) **Senior Vice President**
(Last) (First) (Middle) 343 STATE STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2003	
(Street) ROCHESTER 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 More than One Reporting Person
(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								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. 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)	$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 attorney-in-fact for Dan Kerpelman   01/05/2004

** Signature of Reporting Person   Date