

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

1. Name and Address of Reporting Person* <u>SMITH- PILKINGTON KAREN A</u>  (Last) (First) (Middle) <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2004</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

**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								15,308 <sup>(1)</sup>	D	
Common Stock								23.282 <sup>(2)</sup>	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)	\$31.3							08/26/2002	03/28/2006	common stock 1,936		1,936	D	
Option (right to buy)	\$31.3							08/26/2002	04/03/2007	common stock 1,920		1,920	D	
Option (right to buy)	\$31.3							08/26/2002	03/06/2008	common stock 2,250		2,250	D	
Option (right to buy)	\$31.3							08/26/2002	03/12/2008	common stock 93		93	D	
Option (right to buy)	\$31.3							08/26/2002	04/01/2008	common stock 2,200		2,200	D	
Option (right to buy)	\$31.3							08/26/2002	02/11/2009	common stock 2,501		2,501	D	
Option (right to buy)	\$31.3							08/26/2002	03/11/2009	common stock 249		249	D	
Option (right to buy)	\$31.3							08/26/2002	03/31/2009	common stock 4,251		4,251	D	
Option (right to buy)	\$31.3							08/26/2002	03/29/2010	common stock 8,667		8,667	D	
Option (right to buy)	\$31.3							08/26/2002	01/11/2011	common stock 11,000		11,000	D	
Option (right to buy)	\$31.3							11/16/2002	11/15/2011	common stock 13,800		13,800	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)	\$26.86							(3)	10/09/2012	common stock	10,000		10,000	D	
Option (right to buy)	\$36.66							(3)	11/21/2012	common stock	21,000		21,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	10,800		10,800	D	
Option (right to buy)	\$31.71	12/10/2004		A		10,800		(3)	12/09/2011	Common Stock	10,800	\$31.71	10,800	D	
Restricted Stock Units	(4)							(5)	(5)	common stock	3,289.6		3,289.6	D	
Stock Units	(4)							(6)	(6)	common stock	181.18		181.18	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- This represents a number of units held in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These units were acquired by the trustee over a period of time at current market prices.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-to-one basis.
- This date is not applicable to restricted units.
- This date is not applicable to stock units.

**Remarks:**

Laurence L. Hickey, as  
attorney-in-fact for Karen A. Smith-Pilkington      12/14/2004

\*\* 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.