FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). ___Form 3 Holdings Reported Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Addre	ss of Repor	ting Person*	2. Issuer	Name and Ticker or Tr	ading Sym	bol	6. Relationship of Reporting Person(s)				
	1	0		Kodak Company / El	0 5		to Issuer (Check all applicable)				
Lewis Delano E.							X Director 10% Owner				
(Last) (First) (Middle)			3. I.R.S. 1	Identification Number	4. State	ment for	_ Officer (give title below)	_ Other (spe	cify below)		
			of Report	ting Person,	Month/	Year					
Eastman Kodak C	ompany		if an entit	if an entity (voluntary)		3					
343 State Street											
	(Street)					nendment,	7. Individual or Joint/Group Filing (Check Applicable Line)				
					Date of		X Form filed by One Reporting Person				
Rochester, NY 14650						/Year)	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	2. Trans-	2A. Deemed	3. Trans-	4. Securities Acquired	(A) or Dis	posed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect		
(Instr. 3)	action	Execution	action Code	(Instr. 3, 4 & 5)			Securities	ship Form:	Beneficial Ownership		
		Date,	(Instr. 8)	Amount	(A)	Price	-Beneficially	Direct (D)	(Instr. 4)		
	(Month/ Day/	if any		Allouin	(A)	FIICE	Owned at End of Issuer's	or Indirect (I)			
	Year)	(Month/Day/			Or (D)		Fiscal year	(Instr. 4)			
		Year)			(D)		(Instr. 3 & 4)				

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).

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		7	<u> </u>	-		-				•				
1. Title of	2. Conver-	3. Trans-	3A.	4.	Number of Derivati	ive	6. Date		7. Ti	tle and Amount	8. Price of	9. Number	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Securities Acquired (A	Exercisable of Underlying		Derivative	of	Owner-	of Indirect			
Security	Exercise	Date	Execution	action	Disposed of (D)	and Expiration Securities		Security	Derivative	ship	Beneficial			
	Price of		Date,	Code			Date		(Inst	r. 3 & 4)	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5)		(Month/Day/ Year)		ľ			Beneficially	of	(Instr. 4)
l' '	Security	Day/ Year)	(Month/	(Instr.								Owned	Deriv-	
			Day/ Year)	8)								at End of	ative	
			1000)	ľ								Year	Security:	
										(Instr. 4)	Direct			
					(A)	(D)	Date	Expira-	Title	Amount or			(D)	
							Exer-	tion		Number of			or	
							cisable	Date		Shares			Indirect	
													(I)	
													(Instr. 4)	
Phantom	1-for-1	07/16/02		A	17.63076		1		İ	17.63076	28.91	2,036.98719	D	
Stock														
Units ⁽¹⁾														

Explanation of Responses:

(1) These units were credited to the reporting person's deferred compensation phantom stock account for 7/16/02 as a dividend equivalent.

By: /s/ James M. Quinn, as attorney-in-fact	<u>02/11/03</u>		
Delano E. Lewis	Date		
**Signature of Reporting Person			

**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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OMB APPROVAL