

| OMB APPROVAL | |
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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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* SHIH WILLY C | | | 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) Senior Vice President | | |
| (Last) | (First) | (Middle) | 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 | | |
| 343 STATE STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) ROCHESTER NY 14650 | | | | | | | | |
| (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 | | | | | | | | 20,132 ⁽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) | \$31.3 | | | | | | | (2) | 07/09/2007 | common stock | 5,667 | | 5,667 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 10/08/2007 | common stock | 2,500 | | 2,500 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/01/2008 | common stock | 10,000 | | 10,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2008 | common stock | 69 | | 69 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/01/2008 | common stock | 9,000 | | 9,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/11/2009 | common stock | 564 | | 564 | 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) | 01/02/2010 | common stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/29/2010 | common stock | 24,000 | | 24,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 11/16/2004 | common stock | 36,400 | | 36,400 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (3) | 11/21/2012 | common stock | 36,400 | | 36,400 | D | |
| Option (right to buy) | \$24.49 | | | | | | | (3) | 11/18/2010 | common stock | 16,750 | | 16,750 | D | |
| Restricted Share Units | (4) | 01/16/2005 | | | F | | | (5) | (5) | common stock | 209.82 | \$31.52 | 5,430.18 | D | |
| Share Units | (4) | | | | | | | (6) | (6) | Common Stock | 7,566.75 | | 7,566.75 | D | |

Explanation of Responses:

1. Some of these shares are restricted.

2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the date of grant.
4. These units convert on a one-to-one basis.
5. This date is not applicable to restricted units.
6. This date is not applicable to share units.
7. Payment of FICA taxes.

Remarks:

Laurence L. Hickey, as attorney-
in-fact for Willy C. Shih

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.

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.