
 OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4

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(f) of the Investment Company Act of 1940

[] Check this box if no longer subject of Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person*

Morley Michael P.

 (Last) (First) (Middle)

 Eastman Kodak Company 343 State Street

 (Street)

 Rochester New York 14650

 (City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Eastman Kodak Company ("EK")
 =====

3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Day/Year

12/02/02
 =====

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer
 (Check all applicable)

[] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

Executive Vice President
 =====

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2.A Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock (1)	12/02/02		A	5,000	A 0	8,254.0000	D	
Common Stock (2)						1,264.8720	I	By Trustee of ESOP

