

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
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1. Name and Address of Reporting Person* <u>VANGRAAFEILAND GARY P</u>			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>GC, Senior Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCHESTER NY 14650</u>								
(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								24,628 ⁽¹⁾	D	
Common Stock								4,017.705 ⁽²⁾	I	By Trustee of 401(k)
Common Stock								46.413 ⁽³⁾	I	By Trustee of 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							(4)	02/14/2004	common stock	5,067	5,067	D	
Option (right to buy)	\$31.3							(4)	04/19/2005	common stock	10,000	10,000	D	
Option (right to buy)	\$31.3							(4)	03/28/2006	common stock	9,200	9,200	D	
Option (right to buy)	\$31.3							(4)	03/12/2007	common stock	414	414	D	
Option (right to buy)	\$31.3							(4)	04/03/2007	common stock	9,600	9,600	D	
Option (right to buy)	\$31.3							(4)	03/01/2008	common stock	5,000	5,000	D	
Option (right to buy)	\$31.3							(4)	03/12/2008	common stock	289	289	D	
Option (right to buy)	\$31.3							(4)	04/01/2008	common stock	11,500	11,500	D	
Option (right to buy)	\$31.3							(4)	03/11/2009	common stock	593	593	D	
Option (right to buy)	\$31.3							(4)	03/31/2009	common stock	11,500	11,500	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							(4)	03/29/2010	common stock	15,333		15,333	D	
Option (right to buy)	\$31.3							11/16/2004	11/15/2011	common stock	23,000		23,000	D	
Option (right to buy)	\$36.66							(5)	11/21/2012	common stock	28,750		28,750	D	
Option (right to buy)	\$24.49							(5)	11/18/2010	common stock	14,750		14,750	D	
Restricted Share Units	(6)							(7)	(7)	common stock	227.99		9,589.44	D	
Restricted Share Units ⁽⁶⁾	(6)							(7)	(7)	common stock	4,325		4,325	D	
Share Units	(6)							(7)	(7)	common stock	62.72		5,201.72	D	
Share Units	(6)							(7)	(7)	common stock	322.09		5,523.81	D	
Share Units	(6)							(7)	(7)	common stock	102.84		5,626.61	D	
Restricted Stock Units	(6)							(7)	(7)	common stock	116.815		4,913.352	D	
Restricted Stock Units	(6)							(7)	(7)	common stock	167.228		5,080.58	D	
Restricted Stock Units	(6)	05/25/2004			F		7.7	(7)	(7)	common stock	7.7	\$25.9	5,123.67	D	
Phantom Stock Units	(6)							(7)	(7)	common stock	52.94		2,226.61	D	
Phantom Stock Units	(6)							(7)	(7)	common stock	75.78		2,302.39	D	
Phantom Stock Units	(6)							(7)	(7)	common stock	24.19		2,326.58	D	

Explanation of Responses:

- Some of these shares are restricted.
- This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of the grant.
- These units convert on a one-to-one basis.
- This date is not applicable to these units.
- The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.

Remarks:

James M. Quinn, as attorney-
in-fact for Gary P. 05/27/2004
VanGraafeiland

** 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.

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