SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1. Name and Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO</u> [EK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) EASTMAN KO		(Middle) Y	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2004	Officer (give title Other (specify below) below)				
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) ROCHESTER	NY	14650		X Form filed by One Reporting Person 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	12/10/2004		A		1,500 ⁽⁴⁾	Α	\$31.71	1,500 ⁽⁷⁾	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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Option (right to buy)	\$31.71	12/10/2004		A		1,500 ⁽⁶⁾		(5)	12/09/2014	Common Stock	1,500	\$31.71	1,500	D	
Phantom Stock Units ⁽¹⁾	(2)							(3)	(3)	common stock	939.8496		2,780.4412	D	

Explanation of Responses:

1. These units were credited to the reporting person's deferred compensation phantom stock account on 07/01/04 in partial payment of the 2004 retainer.

2. This award converts to common stock on a 1-for-1 basis

3. Phantom stock units do not have exercise dates or expiration dates.

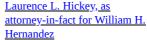
4. These restricted shares were granted under the 2000 Omnibus Long-Term Compensation Plan on 12/10/04. The restrictions lapse on the first anniversary of the date of grant.

5. The restrictions lapse on the first anniversary of the date of grant.

6. These options were granted under the 2000 Omnibus Long-Term Compensation Plan on 12/10/04.

7. These shares are restricted.

Remarks:



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.