

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>SHIH WILLY C</u> _____ (Last) (First) (Middle) 343 STATE STREET _____ (Street) ROCHESTER NY 14650 _____ (City) (State) (Zip)			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 _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) <u>Senior Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 12/12/2003					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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								18,750 ⁽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
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								11/16/2004	11/15/2011	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)	12/13/2002		J	V	297.31 ⁽⁷⁾		(5)	(5)	common stock	297.31	\$36.955	12,505.08	D	
Restricted Share Units ⁽⁹⁾	(4)							(5)	(5)	common stock	5,640		5,640	D	
Share Units	(4)	01/16/2003		F	V		81.78 ⁽⁸⁾	(6)	(6)	common stock	81.78	\$39.14	6,783.3	D	
Share Units	(4)	07/16/2003		J	V	419.94 ⁽⁷⁾		(6)	(6)	common stock	7,203.24	\$26.45	7,203.24	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				
Share Units	(4)	12/12/2003		J	V	134.1 ⁽⁷⁾		(6)	(6)	common stock	134.1	\$23.79	7,337.35	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. These units were credited to the reporting person's account as dividend equivalents.
8. This tax payment is attributable to dividend equivalents.
9. 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 Willy C. Shih 12/16/2003

** 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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