

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EASTMAN KODAK COMPANY  
(Exact name of registrant as specified in its charter)

New Jersey 16-0417150  
State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

343 STATE STREET, ROCHESTER, NEW YORK 14650  
(Address of principal executive offices) (Zip code)

EASTMAN KODAK COMPANY  
1997 STOCK OPTION PLAN  
(Full title of the plan)

JOYCE P. HAAG, Secretary  
Eastman Kodak Company  
343 State Street  
Rochester, New York 14650  
(716) 724-4368  
(Name, address, and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered:	Amount to be Registered:	Proposed Maximum Offering Price Per Share(1):	Proposed Maximum Aggregate Offering Price:	Amount of Registration Fee:
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Common Stock par value \$2.50 per share	2,050,000	\$67.53125	\$138,439,062.50	\$40,839.52

(1) Determined on the basis of the average of the high and low prices of Kodak Common Stock as reported in the New York Stock Exchange Composite Transactions as published in The Wall Street Journal for June 19, 1998 solely for the purpose of determining the registration fee pursuant to Rule 457 (c) and (h).

Approximate date of commencement of the proposed sale of the securities to the public: From time to time after the Registration Statement becomes effective.

PART II

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following information previously filed by Eastman Kodak Company ("Kodak") with the Securities and Exchange Commission (the "Commission") is incorporated herein by reference:

Annual Report on Form 10-K, as amended, for the year ended December 31, 1997;

Quarterly Report on Form 10-Q for the quarter ended March 31, 1998;  
and

Proxy Statement on Schedule 14A dated March 20, 1998.

All documents filed by Kodak with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Description Of Kodak Common Stock

The following is a brief description of Kodak Common Stock.

## Dividend Rights

Each share of Kodak Common Stock ranks equally with all other shares of Kodak Common Stock with respect to dividends. Dividends may be declared by the Board of Directors and paid by Kodak at such times as the Board of Directors determines, all pursuant to the provisions of the New Jersey Business Corporation Act.

## Voting Rights

Each holder of Kodak Common Stock is entitled to one vote per share of such stock held. Kodak Common Stock does not have cumulative voting rights. Holders of Kodak Common Stock are entitled to vote on all matters requiring shareholder approval under New Jersey law and Kodak's Restated Certificate of Incorporation and By-Laws, and to elect the members of the Board of Directors. Directors are divided into three classes, each such class, as nearly as possible, having the same number of directors. At each annual meeting of the shareholders, the directors chosen to succeed those whose terms have then expired shall be identified as being of the same class as the directors they succeed and shall be elected by the shareholders for a term expiring at the third succeeding annual meeting of the shareholders.

## Liquidation Rights

Holders of Kodak Common Stock are entitled on liquidation to receive all assets which remain after payment to creditors and holders of preferred stock.

## Preemptive Rights

Holders of Kodak Common Stock are not entitled to preemptive rights. There are no provisions for redemption, conversion rights, sinking funds, or liability for further calls or assessments by Kodak with respect to Kodak Common Stock.

## Item 4. DESCRIPTION OF SECURITIES

Not applicable.

## Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legality of the securities being offered hereby will be passed upon by Gary P. Van Graafeiland, General Counsel and Senior Vice President of Kodak. Mr. Van Graafeiland owns and has options to purchase Kodak Common Stock, but is not eligible to receive awards under the Plan.

## Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 14A:3-5 of the New Jersey Business Corporation Act empowers a corporation to indemnify its directors, officers, and employees against expenses or liabilities in connection with any proceeding involving such persons by reason of their being such directors, officers, or employees. Article 6 of Kodak's Restated Certificate of Incorporation and Article 8, Section 2 of Kodak's by-laws provides for indemnification, to the full extent permitted by law, of Kodak's directors, officers, and employees. In addition, Kodak maintains directors and officers liability insurance protecting its directors and officers against certain liabilities.

## Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

## Item 8. EXHIBITS

### Exhibit

Exhibit Number	Exhibit
3(A)	Certificate of Incorporation
3(B)	By-laws
4	Eastman Kodak Company 1997 Stock Option Plan
5	Opinion of Gary P. Van Graafeiland as to the legality of the securities registered

23A Consent of Price Waterhouse LLP, independent accountants

23B Consent of Gary P. Van Graafeiland (included in Exhibit 5 to this Registration Statement)

Item 9. UNDERTAKINGS

Updating Information

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933 (the "Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Indemnification of Certain Persons

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on this 25th day of June, 1998.

EASTMAN KODAK COMPANY

/s/ George M.C. Fisher  
By: George M.C. Fisher,  
Chairman of the Board and Chief Executive Officer

/s/ Harry L. Kavetas

By: Harry L. Kavetas,  
Chief Financial Officer and Executive Vice President  
(Principal Financial Officer)

/s/ Jesse J. Greene, Jr.

By: Jesse J. Greene, Jr.,  
Treasurer, Vice President, Finance and Acting Controller  
(Principal Accounting Officer)

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints each of Gary P. Van Graafeiland and Joyce P. Haag, acting alone or together, as such person's true and lawful attorney-in-fact and agent with full powers of substitution and revocation, for such person and in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Act, this registration statement has been signed by the following persons in the capacities indicated on June 25, 1998.

Name, Title:

Richard S. Braddock, Director	/s/ Richard S. Braddock
Daniel A. Carp, Director	/s/ Daniel A. Carp
Martha Layne Collins, Director	/s/ Martha Layne Collins
Alice F. Emerson, Director	/s/ Alice F. Emerson
George M.C. Fisher, Director	/s/ George M.C. Fisher
Paul E. Gray, Director	/s/ Paul E. Gray
Durk I. Jager, Director	/s/ Durk I. Jager
Harry L. Kavetas, Director	/s/ Harry L. Kavetas
Paul H. O'Neill, Director	/s/ Paul H. O'Neill
John J. Phelan, Jr., Director	/s/ John J. Phelan, Jr.
Laura D'Andrea Tyson, Director	/s/ Laura D'Andrea Tyson
Richard A. Zimmerman, Director	/s/ Richard A. Zimmerman

EASTMAN KODAK COMPANY  
REGISTRATION STATEMENT ON FORM S-8  
EASTMAN KODAK COMPANY 1997 STOCK OPTION PLAN

#### INDEX TO EXHIBITS

Exhibit Number	Exhibit	Location
3(A)	Certificate of Incorporation	Incorporated by reference to Annual Report on Form 10-K for the fiscal year ended December 25, 1988, Exhibit 3
3(B)	By-laws	Incorporated by reference to Annual Report on Form 10-K for the fiscal year ended December 31, 1997, Exhibit 3

4	Eastman Kodak Company 1997 Stock Option Plan	Incorporated by reference to the Quarterly Report on Form 10-Q for the quarter ending March 31, 1997, Exhibit 10
5	Opinion of Gary P. Van Graafeiland as to the legality of the securities registered	*
23(A)	Consent of Price Waterhouse LLP, independent accountants	*
23(B)	Consent of Gary P. Van Graafeiland	Included in Exhibit 5 to this Registration Statement

\* Included as part of the electronic submission of this Registration Statement  
(/TABLE>

EXHIBIT 5

June 25, 1998

Eastman Kodak Company  
343 State Street  
Rochester, New York 14650

Ladies and Gentlemen:

I am General Counsel and Senior Vice President of Eastman Kodak Company, a New Jersey corporation ("Kodak").

With respect to the Registration Statement on Form S-8 (the "Registration Statement") filed today by Kodak with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended, 2,050,000 shares of common stock, \$2.50 par value, of Kodak (the "Shares") to be granted to participants, or issued upon the exercise of, options under the Eastman Kodak Company 1997 Stock Option Plan (the "Plan"), I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate records, certificates, and other documents and instruments, and such questions of law, as I have considered necessary or desirable for the purpose of this opinion.

Based on the foregoing, I am of the opinion that when the Registration Statement has become effective and the Shares have been issued and delivered as contemplated in the Plan, the Shares will be legally issued, fully paid, and non-assessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Gary P. Van Graafeiland

Gary P. Van Graafeiland  
General Counsel and Senior Vice President

EXHIBIT 23A

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 14, 1998, appearing on page 20 of Eastman Kodak Company's Annual Report on Form 10-K for the year ended December 31, 1997.

Price Waterhouse LLP  
Rochester, New York

June 25, 1998

June 25, 1998

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Eastman Kodak Company Registration Statement on Form S-8  
Relating to Securities to be Issued Under the Eastman Kodak  
Company 1997 Stock Option Plan

Ladies and Gentlemen:

We are filing today by electronic EDGAR transmission Eastman Kodak Company's Registration Statement on Form S-8 for the Eastman Kodak Company 1997 Stock Option Plan. The filing fee of \$40,839.52 was transferred on June 24, 1998, to the Commission's account at Mellon Bank in Pittsburgh, PA.

Please call the undersigned at 716-724-4368 if you have any questions.

Very truly yours,

EASTMAN KODAK COMPANY

/s/ Joyce P. Haag

Joyce P. Haag  
Secretary