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

OMB APPROVAL

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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*  BERMAN ROBERT L					2. Issuer Name and Ticker or Trading Symbol  EASTMAN KODAK CO [ EK ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify											vner				
(Last) (First) (Middle) 343 STATE STREET						3. Date of Earliest Transaction (Month/Day/Year) 05/12/2005								X Officer (give title Other (specify below)  Senior Vice President						
Common Stock   Common Stock   Common Stock   Common Stock   Conversion Security (Instr. 3)   Conv					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City) (State) (Zip)														Person						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction  2. Deemed  3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature																			
1. Title of	Security (Inst	tr. 3)		2. Trans Date (Month/			Execution Date, if any (Month/Day/Yea		r, Transactio		Disposed Of (D) (Instr. 5)		str. 3, 4 and	Securitie Beneficia Owned F Reported	Securities Beneficially Owned Following Reported		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	<u> </u>								Code	V	Amount	(A) o	r Price	Transact (Instr. 3 a	and 4)		_			
Common Stock									+			+	+	18,0	)52 <sup>(1)</sup>	D		By		
(Last) (First) (Middle)  343 STATE STREET  (Street) ROCHESTER NY 14650  Table I - Not  1. Title of Security (Instr. 3)  Common Stock  Table II -  1. Title of Derivative Security (Instr. 3)  Option (right to buy)  Sal.3 buy)  Option (right to buy)														23.	.282		I	Trustee of ESOP		
			Table II - I (	Deriva e.g., p	tive outs,	Sec call	urities s, warr	Acq ants	uired, D , option	ispo s, c	osed of, onvertil	or Ben ole secu	eficially irities)	Owned						
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution D	ate,	4. Transaction Code (Instr. 8)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amoun 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 Exercisabl		expiration pate	Title	Amount or Number of Shares							
(right to	\$31.3								(2)	0	4/19/2005	common stock	2,065		2,065	5	D			
(right to	\$31.3								(2)	0	3/28/2006	common stock	1,842		1,842	2	D			
(right to	\$31.3								(2)	0	4/03/2007	common stock	2,360		2,360	)	D			
(right to	\$31.3								(2)	0	3/12/2008	common stock	98		98		D			
(right to	\$31.3								(2)	0	4/01/2008	common stock	3,250		3,250	)	D			
(right to	\$31.3								(2)	0	5/04/2008	common stock	1,200		1,200	)	D			
(right to	\$31.3								(2)	0	3/11/2009	common stock	256		256		D			
(right to	\$31.3								(2)	0	3/31/2009	common stock	2,751		2,751	l	D			
(right to	\$31.3								(2)	0	3/29/2010	common stock	4,934		4,934	1	D			
(right to	\$31.3								01/12/200	4 0	1/11/2011	common stock	8,867		8,867	7	D			
Option (right to buy)	\$31.3								11/16/2004	4 1	1/15/2011	common stock	13,300		13,30	0	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							(3)	08/25/2012	common stock	5,000		5,000	D	
Option (right to buy)	\$36.66							(3)	11/21/2012	common stock	19,125		19,125	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	5,810		5,810	D	
Option (right to buy)	\$31.71							(3)	12/09/2011	Common Stock	5,810		5,810	D	
Option (right to buy)	\$26.46	05/12/2005		A		10,000		(3)	05/11/2012	Common Stock	10,000	\$26.46	10,000	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.

## Remarks:

Laurence L. Hickey, as attorney-in-fact for Robert L. 05/16/2005 **Berman** 

\*\* 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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