

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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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>KERPELMAN DAN</u>  (Last) (First) (Middle) <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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							17,122 <sup>(1)</sup>	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)	\$32.55							(2)	06/02/2012	common stock	43,000		43,000	D	
Option (right to buy)	\$36.66							(2)	11/21/2012	common stock	32,500		32,500	D	
Option (right to buy)	\$24.49							(2)	11/18/2010	common stock	16,750		16,750	D	
Restricted Stock Units	(3)							(4)	(4)	common stock	3,922		3,922	D	
Stock Units	(3)							(5)	(5)	common stock	173.52		173.52	D	
Restricted Stock Units	(3)							(4)	(4)	common stock	5,000		5,000	D	
Stock Units	(3)							(5)	(5)	common stock	221.21		221.21	D	
Stock Unit	(3)	02/17/2004		A		6,407 <sup>(6)</sup>		(6)	(7)	Common Stock	6,407	\$29.02	6,407	D	
Stock Unit	(3)	02/17/2004		F		120.43 <sup>(8)</sup>		(5)	(5)	Common Stock	120.43	\$29.02	6,286.57	D	

**Explanation of Responses:**

- Some of these shares are restricted.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-for-one basis.
- This date is not applicable to restricted units.
- This date is not applicable to stock units.
- These units represent stock awarded under the Eastman Kodak Company 2000 Omnibus Long-Term Compensation Plan and deferred under that Plan as stock units. The units are entitled to dividend equivalents on each dividend payment date.
- Deferred awards will be paid out on the date or dates selected by the Issuer.
- Payment of FICA taxes

**Remarks:**

James M. Quinn, as attorney-in-fact for Dan Kerpelman 02/18/2004

\*\* 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.

