

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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* MORLEY MICHAEL P			2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) CAO, Exec. Vice President <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2003			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		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) ROCHESTER NY 14650								
(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)	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			

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				
Restricted Stock Units ⁽⁵⁾	(1)							(2)	(2)	common stock	5,978		5,978	D	
Stock Units	(1)	07/16/2003		J	V	200.46 ⁽³⁾		(2)	(2)	common stock	200.46	\$26.45	200.46	D	
Stock Units	(1)	12/12/2003		J	V	64.02 ⁽³⁾		(2)	(2)	common stock	64.02	\$23.79	264.48	D	
Restricted Stock Units ⁽⁵⁾	(1)							(2)	(2)	common stock	5,000		5,000	D	
Stock Units	(1)	07/16/2003		J	V	167.67 ⁽³⁾		(2)	(2)	common stock	167.67	\$26.45	167.67	D	
Stock Units	(1)	12/12/2003		J	V	53.55 ⁽³⁾		(2)	(2)	common stock	53.55	\$23.79	221.21	D	
Restricted Share Units	(1)	07/16/2002		J	V	344.06 ⁽³⁾		(2)	(2)	common stock	344.06	\$28.91	11,396.08	D	
Restricted Share Units	(1)	12/13/2002		J	V	277.54 ⁽³⁾		(1)	(1)	common stock	277.54	\$36.955	11,673.62	D	
Restricted Share Units ⁽⁵⁾	(1)							(2)	(2)	common stock	5,265		5,265	D	
Share Units	(1)	01/16/2003		F	V		76.35 ⁽⁴⁾	(2)	(2)	common stock	76.35	\$39.14	6,332.27	D	
Share Units	(1)	07/16/2003		J	V	392.02 ⁽³⁾		(2)	(2)	common stock	392.02	\$26.45	6,724.29	D	
Share Units	(1)	12/12/2003		J	V	125.19 ⁽³⁾		(2)	(2)	common stock	125.19	\$23.79	6,849.48	D	
Restricted Stock Units	(1)	07/16/2002		J	V	596.578 ⁽³⁾		(2)	(2)	common stock	596.578	\$28.91	19,759.995	D	
Restricted Stock Units	(1)	12/13/2002		J	V	481.234 ⁽³⁾		(1)	(1)	common stock	481.234	\$36.955	20,241.229	D	
Restricted Stock Units	(1)	02/09/2003		F	V		231.66 ⁽⁶⁾	(2)	(2)	common stock	231.66	\$30.42	20,009.569	D	
Restricted Stock Units	(1)	07/16/2003		J	V	681.035 ⁽³⁾		(2)	(2)	common stock	681.035	\$26.45	20,690.604	D	
Restricted Stock Units	(1)	12/12/2003		J	V	217.428 ⁽³⁾		(2)	(2)	common stock	217.428	\$23.79	20,907.84	D	
Restricted Stock Units	(1)	07/16/2002		J	V	159.075 ⁽³⁾		(2)	(2)	common stock	159.075	\$28.91	5,268.927	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				
Restricted Stock Units	(1)	12/13/2002		J	V	128.319 ⁽³⁾		(1)	(1)	common stock	128.319	\$36.955	5,397.246	D	
Restricted Stock Units	(1)	02/09/2003		F	V		63.07 ⁽⁶⁾	(2)	(2)	common stock	63.07	\$30.42	5,334.176	D	
Restricted Stock Units	(1)	07/16/2003		J	V	181.551 ⁽³⁾		(2)	(2)	common stock	181.551	\$26.45	5,515.727	D	
Restricted Stock Units	(1)	12/12/2003		J	V	57.962 ⁽³⁾		(2)	(2)	common stock	57.962	\$23.79	5,573.63	D	

Explanation of Responses:

1. These units convert on a one-to-one basis.
2. This date is not applicable to these units.
3. These units were credited to the reporting person's account as dividend equivalents.
4. This tax payment is attributable to dividend equivalents.
5. The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
6. This tax payment is attributable to dividend equivalents.

Remarks:

James M. Quinn, as attorney-in-fact for Michael P. Morley 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.

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.