

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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* FREUND MATTHIAS (Last) (First) (Middle) 343 STATE STREET (Street) ROCHESTER NY 14650 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2004	
	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							11,286 ⁽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)	03/06/2008	common stock	3,400	3,400	D		
Option (right to buy)	\$31.3							(2)	04/01/2008	common stock	6,300	6,300	D		
Option (right to buy)	\$31.3							(2)	04/03/2007	common stock	4,807	4,807	D		
Option (right to buy)	\$31.3							(2)	10/12/2005	common stock	3,333	3,333	D		
Option (right to buy)	\$31.3							(2)	03/28/2006	common stock	3,440	3,440	D		
Option (right to buy)	\$31.3							(2)	04/19/2005	common stock	2,571	2,571	D		
Option (right to buy)	\$31.3							(2)	03/31/2009	common stock	8,251	8,251	D		
Option (right to buy)	\$31.3							(2)	03/12/2007	common stock	214	214	D		
Option (right to buy)	\$31.3							(2)	03/11/2009	common stock	391	391	D		
Option (right to buy)	\$31.3							(2)	03/12/2008	common stock	154	154	D		
Option (right to buy)	\$31.3								11/16/2004	11/15/2011	common stock	28,750	28,750	D	
Option (right to buy)	\$31.3								01/12/2004	01/11/2011	common stock	19,167	19,167	D	
Option (right to buy)	\$31.3							(2)	03/29/2010	common stock	14,951	14,951	D		
Option (right to buy)	\$31.3								10/02/2004	10/01/2010	common stock	33,334	33,334	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)	\$36.66							(3)	11/21/2012	common stock	23,000		23,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	23,000		23,000	D	
Stock Unit	(6)	02/17/2004		A		8,512 ⁽⁴⁾		(4)	(5)	Common Stock	8,512	\$29.02	8,512	D	
Stock Unit	(6)	02/17/2004		F			123.42 ⁽⁷⁾	(8)	(8)	Common Stock	123.42	\$29.02	8,388.58	D	

Explanation of Responses:

1. Payment of withholding taxes.
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 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.
5. Deferred awards will be paid out on the date or dates selected by the Issuer.
6. These units convert on a one-for-one basis.
7. Payment of FICA taxes
8. This date is not applicable to these units.

Remarks:

James M. Quinn, as attorney-in-fact for Matthias Freund 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.

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