

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>CARP DANIEL A</u> _____ (Last) (First) (Middle) 343 STATE STREET _____ (Street) ROCHESTER NY 14650 _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">Chairman, CEO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 12/14/2004					
			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			

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 ⁽³⁾	(1)	12/16/2004		A		197,994 ⁽⁴⁾		(2)	(2)	Common Stock	25,338.366	\$31.4	25,338.366	D	
Restricted Stock Units	(1)	12/16/2004		A		40.73 ⁽⁴⁾		(2)	(2)	Common Stock	5,213.799	\$31.4	5,213.799	D	
Restricted Share Units	(1)							(2)	(2)	common stock	26,315		26,315	D	
Share Units	(1)	12/16/2004		A		483.71 ⁽⁴⁾		(2)	(2)	Common Stock	35,304.8	\$31.4	35,304.8	D	
Restricted Stock Units	(1)							(2)	(2)	common stock	75,000		75,000	D	
Stock Units	(1)	12/16/2004		A		620.89 ⁽⁴⁾		(2)	(2)	Common Stock	4,692.05	\$31.4	4,692.05	D	
Restricted Stock Units	(1)							(2)	(2)	common stock	6,562.29		6,562.29	D	
Stock Units	(1)	12/16/2004		A		55.13 ⁽⁴⁾		(2)	(2)	Common Stock	416.94	\$31.4	416.94	D	
Restricted Stock Units	(1)							(2)	(2)	common stock	25,000		25,000	D	
Stock Units	(1)	12/16/2004		A		206.96 ⁽⁴⁾		(2)	(2)	Common Stock	1,564.02	\$31.4	1,564.02	D	
Stock Units	(1)							(2)	(2)	common stock	18,341.14		18,341.14	D	
Stock Units	(1)	12/16/2004		A		154.07 ⁽⁴⁾		(2)	(2)	common stock	1,164.31	\$31.4	1,164.31	D	
Stock Unit	(1)	12/16/2004		A		240.84 ⁽⁴⁾		(2)	(2)	Common Stock	30,490.16	\$31.4	30,490.16	D	

Explanation of Responses:

- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Forms 4 filed by the Daniel A. Carp for the December 10, 2004 transaction.
- These units were credited to the reporting person's account as dividend equivalents.

Remarks:

Laurence L. Hickey, as attorney- 12/16/2004
in-fact for Daniel A. Carp

** 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.