

**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* <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) <b>Chairman, CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2003	
	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			

**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	567.694 <sup>(2)</sup>		(3)	(3)	common stock	567.694	\$36.96	23,877.846	D	
Restricted Stock Units	(1)	07/16/2003		J	V	812.694 <sup>(2)</sup>		(3)	(3)	common stock	812.694	\$26.45	24,690.54	D	
Restricted Stock Units	(1)	12/12/2003		J	V	256.59 <sup>(2)</sup>		(3)	(3)	common stock	256.59	\$23.79	24,949.79	D	
Restricted Stock Units	(1)	12/13/2002		J	V	116.815 <sup>(2)</sup>		(3)	(3)	common stock	116.815	\$36.96	4,913.352	D	
Restricted Stock Units	(1)	07/16/2003		J	V	167.228 <sup>(2)</sup>		(3)	(3)	common stock	167.228	\$26.45	5,080.58	D	
Restricted Stock Units	(1)	12/12/2003		J	V	52.78 <sup>(2)</sup>		(3)	(3)	common stock	52.78	\$23.79	5,133.92	D	
Restricted Share Units	(1)	12/13/2002		J	V	1,387.17 <sup>(2)</sup>		(3)	(3)	common stock	1,387.17	\$36.955	58,345.95	D	
Restricted Share Units <sup>(5)</sup>	(1)							(3)	(3)	common stock	26,315		26,315	D	
Share Units	(1)	01/16/2003		F	V		381.57 <sup>(4)</sup>	(3)	(3)	common stock	381.57	\$39.14	31,649.38	D	
Share Units	(1)	07/16/2003		J	V	1,959.35 <sup>(2)</sup>		(3)	(3)	common stock	1,959.35	\$26.45	33,608.72	D	
Share Units	(1)	12/12/2003		J	V	625.71 <sup>(2)</sup>		(3)	(3)	common stock	625.71	\$23.79	34,234.43	D	
Restricted Stock Units <sup>(5)</sup>	(1)							(3)	(3)	common stock	75,000		75,000	D	
Stock Units	(1)	07/16/2003		J	V	2,514.98 <sup>(2)</sup>		(3)	(3)	common stock	2,514.98	\$26.45	2,514.98	D	
Stock Units	(1)	12/12/2003		J	V	803.15 <sup>(2)</sup>		(3)	(3)	common stock	803.15	\$23.79	3,318.13	D	
Restricted Stock Units <sup>(5)</sup>	(1)							(3)	(3)	common stock	6,667		6,667	D	
Stock Units	(1)	07/16/2003		J	V	223.57 <sup>(2)</sup>		(3)	(3)	common stock	223.57	\$26.45	223.57	D	
Stock Units	(1)	12/12/2003		J	V	71.39 <sup>(2)</sup>		(3)	(3)	common stock	71.39	\$23.79	294.95	D	
Restricted Stock Units <sup>(5)</sup>	(1)							(3)	(3)	common stock	25,000		25,000	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				
Stock Units	(1)	07/16/2003		J	V	838.33 <sup>(2)</sup>		(3)	(3)	common stock	838.33	\$26.45	838.33	D	
Stock Units	(1)	12/12/2003		J	V	267.72 <sup>(2)</sup>		(3)	(3)	common stock	267.72	\$23.79	1,106.05	D	
Restricted Stock Units <sup>(5)</sup>	(1)							(3)	(3)	common stock	18,611		18,611	D	
Stock Units	(1)	07/16/2003		J	V	624.08 <sup>(2)</sup>		(3)	(3)	common stock	624.08	\$26.45	624.08	D	
Stock Units	(1)	12/12/2003		J	V	199.29 <sup>(2)</sup>		(3)	(3)	common stock	199.29	\$23.79	823.38	D	

**Explanation of Responses:**

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

**Remarks:**

James M. Quinn, as attorney-in-fact for Daniel A. Carp      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.

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