

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>VANGRAAFEILAND GARY P</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>GC, Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2005	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2005		F		867	D	\$34.83 <sup>(7)</sup>	23,761 <sup>(4)</sup>	D	
Common Stock								46.413	I	By Trustee of ESOP

**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)	02/14/2004	common stock		5,067		D	
Option (right to buy)	\$31.3							(2)	04/19/2005	common stock		10,000		D	
Option (right to buy)	\$31.3							(2)	03/28/2006	common stock		9,200		D	
Option (right to buy)	\$31.3							(2)	03/12/2007	common stock		414		D	
Option (right to buy)	\$31.3							(2)	04/03/2007	common stock		9,600		D	
Option (right to buy)	\$31.3							(2)	03/01/2008	common stock		5,000		D	
Option (right to buy)	\$31.3							(2)	03/12/2008	common stock		289		D	
Option (right to buy)	\$31.3							(2)	04/01/2008	common stock		11,500		D	
Option (right to buy)	\$31.3							(2)	03/11/2009	common stock		593		D	
Option (right to buy)	\$31.3							(2)	03/31/2009	common stock		11,500		D	
Option (right to buy)	\$31.3							(2)	03/29/2010	common stock		15,333		D	
Option (right to buy)	\$31.3								11/16/2004	11/15/2011	common stock	23,000		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				
Option (right to buy)	\$36.66							(3)	11/21/2012	common stock	28,750		28,750	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	14,750		14,750	D	
Option (right to buy)	\$31.71							(3)	12/09/2011	Common Stock	14,750		14,750	D	
Restricted Share Units <sup>(6)</sup>	(4)							(5)	(5)	common stock	205.55		4,119.45	D	
Share Units	(4)							(5)	(5)	Common Stock	5,802.53		5,802.53	D	
Restricted Stock Units	(4)							(5)	(5)	Common Stock	5,213.799		5,213.799	D	

**Explanation of Responses:**

1. Some of these shares are restricted.
2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the date of the grant.
4. These units convert on a one-to-one basis.
5. This date is not applicable to these units.
6. The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
7. Payment of withholding taxes.

**Remarks:**

[Laurence L. Hickey, as](#)  
[attorney-in-fact for Gary P.](#)      [02/09/2005](#)  
[VanGraafeiland](#)

\*\* 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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