

EASTMAN KODAK CO
 Form 4
 December 03, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMITH- PILKINGTON KAREN A

(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]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/02/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/02/2004		F	662 ⁽⁷⁾ D \$ 32.96	15,308 ⁽¹⁾	D	
Common Stock					23,282 ⁽²⁾	I	By Trustee in ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.3					08/26/2002	03/28/2006	common stock	1,936
Option (right to buy)	\$ 31.3					08/26/2002	04/03/2007	common stock	1,920
Option (right to buy)	\$ 31.3					08/26/2002	03/06/2008	common stock	2,250
Option (right to buy)	\$ 31.3					08/26/2002	03/12/2008	common stock	93
Option (right to buy)	\$ 31.3					08/26/2002	04/01/2008	common stock	2,200
Option (right to buy)	\$ 31.3					08/26/2002	02/11/2009	common stock	2,501
Option (right to buy)	\$ 31.3					08/26/2002	03/11/2009	common stock	249
Option (right to buy)	\$ 31.3					08/26/2002	03/31/2009	common stock	4,251
Option (right to buy)	\$ 31.3					08/26/2002	03/29/2010	common stock	8,667
Option (right to buy)	\$ 31.3					08/26/2002	01/11/2011	common stock	11,000

Option (right to buy)	\$ 31.3	11/16/2002	11/15/2011	common stock	13,800
Option (right to buy)	\$ 26.86	<u>(3)</u>	10/09/2012	common stock	10,000
Option (right to buy)	\$ 36.66	<u>(3)</u>	11/21/2012	common stock	21,000
Option (right to buy)	\$ 24.49	<u>(3)</u>	11/18/2010	common stock	10,800
Restricted Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	common stock	3,289.6
Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	common stock	181.18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH- PILKINGTON KAREN A 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Karen A. Smith-Pilkington	12/03/2004
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Some of these shares are restricted.
- (2) This represents a number of units held in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These units were acquired by the trustee over a period of time at current market prices.
- (3) These options vest one-third on each of the first three anniversaries of the date of grant.
- (4) These units convert on a one-to-one basis.
- (5) This date is not applicable to restricted units.
- (6) This date is not applicable to stock units.
- (7) Payment of withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.