EASTMAN KODAK CO

Form 4

December 16, 2004

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Add BROWN CHA	^	_	2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	EASTMAN KODAK CO [EK] 3. Date of Earliest Transaction	(Check all applicable)			
343 STATE S	TREET		(Month/Day/Year) 12/14/2004	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ROCHESTER (City)	(State)	(7in)		Form filed by More than One Reporting Person			

(City)	(State) (Z	(Zip) 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)					
Common Stock					9,339 (1)	D						
Common Stock					1,521.039 (2)	I	By Trustee in 401(k)					
Common					83 687 (3)	т	By Trustee					

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

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83.687 (3)

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number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration Da (Month/Day/	ite	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (right to buy)	\$ 31.3						<u>(5)</u>	03/09/2004	Common Stock	5,733
Option (right to buy)	\$ 31.3						<u>(5)</u>	04/19/2005	Common Stock	5,867
Option (right to buy)	\$ 31.3						(5)	10/12/2005	Common Stock	3,333
Option (right to buy)	\$ 31.3						<u>(5)</u>	03/28/2006	Common Stock	7,353
Option (right to buy)	\$ 31.3						(5)	03/12/2007	Common Stock	327
Option (right to buy)	\$ 31.3						<u>(5)</u>	04/03/2007	Common Stock	7,308
Option (right to buy)	\$ 31.3						<u>(5)</u>	03/01/2008	Common Stock	5,000
Option (right to buy)	\$ 31.3						<u>(5)</u>	03/12/2008	Common Stock	209
Option (right to buy)	\$ 24.49						<u>(6)</u>	11/18/2010	Common Stock	14,750
Option (right to buy)	\$ 31.3						(5)	04/01/2008	Common Stock	9,000

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Option (right to buy)	\$ 31.3					(5)	03/11/2009	Common Stock	519
Option (right to buy)	\$ 31.3					(5)	03/31/2009	Common Stock	10,500
Option (right to buy)	\$ 31.3					<u>(5)</u>	03/29/2010	Common Stock	16,667
Option (right to buy)	\$ 31.3					<u>(5)</u>	04/12/2010	Comon Stock	5,000
Option (right to buy)	\$ 31.3				C	5/24/2004	05/23/2011	Common Stock	3,333
Option (right to buy)	\$ 31.3				1	1/16/2004	11/15/2011	Common Stock	32,200
Option (right to buy)	\$ 36.66					<u>(6)</u>	11/21/2012	Common Stock	32,200
Option (right to buy)	\$ 31.71					<u>(6)</u>	12/09/2011	Common Stock	16,750
Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	5,227.09
Stock Units	<u>(4)</u>	12/16/2004	A	43.9		<u>(7)</u>	<u>(7)</u>	Common Stock	331.82
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	12.69
Stock Units	<u>(4)</u>	12/16/2004	A	14.4		<u>(7)</u>	<u>(7)</u>	Common Stock	109.49
Restricted Share Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	4,325
Share Units	<u>(4)</u>	12/16/2004	A	79.		<u>(7)</u>	<u>(7)</u>	Common Stock	5,802.53
Stock Unit	<u>(4)</u>	12/16/2004	A	68.3 (8)		<u>(7)</u>	<u>(7)</u>	Common Stock	8,656.99
Phantom Stock Units	<u>(4)</u>	12/16/2004	A	46.8 (8)		<u>(7)</u>	<u>(7)</u>	Common Stock	5,928.82

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BROWN CHARLES S JR 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Charles S. Brown, Jr.

12/16/2004

**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.
- This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person.

 These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units.
- (4) These units convert on a one-for-one basis.
- (5) These options have vested.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) This date is not applicable to these units.
- (8) These units were credited to the reporting person's account as dividend equivalents.

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.

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