EASTMAN KODAK CO

Form 4

December 16, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

January 31, 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUSTIN CARL E**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EASTMAN KODAK CO [EK]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

Director 10% Owner X_ Officer (give title Other (specify

12/14/2004

below)

343 STATE STREET

CMO, Senior Vice President 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ROCHESTER, NY 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

> 5,960 (1) D

Common Stock

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(4	A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 31.3							(2)	08/14/2004	common stock	3,33
Option (right to buy)	\$ 31.3							(2)	03/26/2005	common stock	16,6
Option (right to buy)	\$ 31.3							(2)	04/19/2005	common stock	9,88
Option (right to buy)	\$ 31.3							(2)	08/31/2005	common stock	6,66
Option (right to buy)	\$ 31.3							(2)	03/28/2006	common stock	9,20
Option (right to buy)	\$ 31.3							(2)	03/12/2007	common stock	414
Option (right to buy)	\$ 31.3							(2)	04/03/2007	common stock	10,00
Option (right to buy)	\$ 31.3							(2)	03/01/2008	common stock	5,00
Option (right to buy)	\$ 31.3							(2)	03/12/2008	common stock	279
Option (right to buy)	\$ 31.3							(2)	04/01/2008	common stock	10,50
Option (right to buy)	\$ 31.3							(2)	03/11/2009	common stock	589
Option (right to	\$ 31.3							(2)	03/31/2009	common stock	10,5

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31.3						l l
			(2)	11/21/2009	common stock	2,50
31.3			(2)	03/29/2010	common stock	16,6
31.3			11/16/2004	11/15/2011	common stock	23,0
6.66			(3)	11/21/2012	common stock	23,0
4.49			(3)	11/18/2010	common stock	11,80
1.71			(3)	12/09/2011	Common Stock	11,80
<u>(4)</u>			<u>(5)</u>	<u>(5)</u>	common stock	9,589
<u>(4)</u>			<u>(5)</u>	(5)	common stock	4,32
(4)			(6)	<u>(6)</u>	common stock	5,201
<u>(4)</u>			<u>(6)</u>	<u>(6)</u>	common stock	5,523
(4) 12/16/2004	. A	79.5 <u>(8)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	5,802
<u>(4)</u>			(5)	(5)	common stock	11,272
<u>(4)</u>			<u>(5)</u>	(5)	common stock	11,656
(4) 12/16/2004	. A	93.471 (8)	(5)	<u>(5)</u>	Common Stock	11,962
	31.3 6.66 4.49 1.71 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4)	31.3 6.66 4.49 1.71 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4)	31.3 6.66 4.49 1.71 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4) 4)	31.3 11/16/2004 6.66 3 4.49 3 1.71 3 (5) 40 (6)	31.3	31.3 11/16/2004 11/15/2011 common stock 31.3 11/16/2004 11/15/2011 common stock 31.3 11/16/2004 11/15/2011 common stock 32 11/18/2010 common stock 33 11/18/2010 common stock 4.49 33 12/09/2011 Common stock 4.49 39.471 (5) (5) common stock 4.49 30 11/18/2010 common stock 4.49 30 12/09/2011 Common stock 4.49 50 50 common stock 4.49 50 60 common stock 4.49 50 60 common stock 4.40 50 50 common stock 50

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUSTIN CARL E 343 STATE STREET ROCHESTER, NY 14650

CMO, Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Carl E. Gustin

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.
- (2) These options have vested.
- (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-for-one basis.
- (5) This date is not applicable to restricted units.
- (6) This date is not applicable to share units.
- (7) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (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.

Reporting Owners 4