

EASTMAN KODAK CO
Form 4
December 14, 2004

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN CHARLES S JR

(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)
12/10/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	9,339 ⁽¹⁾	D	
Common Stock					1,521.039 ⁽²⁾	I	By Trustee in 401(k)
Common Stock					83.687 ⁽³⁾	I	By Trustee of ESOP

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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. 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number 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							<u>(5)</u>	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							<u>(5)</u>	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							<u>(5)</u>	04/01/2008	Common Stock	9,000
	\$ 31.3							<u>(5)</u>	03/11/2009		519

Option (right to buy)									Common Stock	
Option (right to buy)	\$ 31.3					<u>(5)</u>	03/31/2009		Common Stock	10,500
Option (right to buy)	\$ 31.3					<u>(5)</u>	03/29/2010		Common Stock	16,660
Option (right to buy)	\$ 31.3					<u>(5)</u>	04/12/2010		Comon Stock	5,000
Option (right to buy)	\$ 31.3						05/24/2004	05/23/2011	Common Stock	3,333
Option (right to buy)	\$ 31.3						11/16/2004	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	12/10/2004		A	16,750	<u>(6)</u>	12/09/2011		Common Stock	16,750
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	5,227.0
Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	287.9
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	12.69
Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	95
Restricted Share Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	4,325
Share Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	5,723.0
Stock Unit	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	8,588.6 <u>(8)</u>
Phantom Stock	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>		Common Stock	5,881.9

Units

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. 12/14/2004

____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
- (2) 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.