COLLINS MARTHA LAYNE

Form 4 January 04, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 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 30(h) of the Investment Company Act of 1940

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COLLINS MARTHA LAYNE	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	EASTMAN KODAK CO [EK]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(* * * * * * * * * * * * * * * * * * *			
	(Month/Day/Year)	X Director 10% Owner			
EASTMAN KODAK	01/03/2005	Officer (give title Other (specify			
COMPANIA AM CEMBE CERTEE		below) below)			

COMPANY, 343 STATE STREET (Street)

(State)

(Zip)

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 Form filed by More than One Reporting

ROCHESTER, NY 14650

(City)

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial

Owned (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Common $1,500^{(1)}$ D Stock

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

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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. Transactic Code (Instr. 8)	5. Numlonof Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ive les ed	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.71						(2)	12/09/2014	Common Stock	1,500
Phantom Stock Units	<u>(4)</u>	01/03/2005		A	615 (3)		<u>(5)</u>	(5)	common stock	12,775.5135

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COLLINS MARTHA LAYNE						
EASTMAN KODAK COMPANY	X					
343 STATE STREET						
ROCHESTER, NY 14650						

Signatures

Laurence L. Hickey, as attorney-in-fact for Martha Layne
Collins

01/04/2005

**Signature of Reporting Person

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).

Date

- (1) These shares are restricted.
- (2) The restrictions lapse on the first anniversary of the date of grant.
- (3) These units were credited to the reporting person's phantom stock account in partial payment of the 2005 retainer.
- (4) This award converts to common stock on a 1-for-1 basis.
- (5) Phantom stock units do not have exercise dates or expiration dates.

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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