

EASTMAN KODAK CO
Form 4
December 14, 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 *
CARP DANIEL A

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
343 STATE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

ROCHESTER, NY 14650

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (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 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)	34,771 ⁽¹⁾	D	
Common Stock ⁽⁶⁾				Code V Amount (D) Price	5,034.704 ⁽²⁾	I	By Trustee in 401(k)
Common Stock					83.687 ⁽³⁾	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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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 of Number of Shares
Option (right to buy)	\$ 42.938					(4) 02/14/2004		common stock	7,600
Option (right to buy)	\$ 56.313					(4) 04/19/2005		common stock	14,820
Option (right to buy)	\$ 62.6875					(4) 10/31/2005		common stock	15,000
Option (right to buy)	\$ 71.813					(4) 03/28/2006		common stock	34,000
Option (right to buy)	\$ 90.438					(4) 03/12/2007		common stock	1,993
Option (right to buy)	\$ 74.313					(4) 04/03/2007		common stock	50,000
Option (right to buy)	\$ 61.594					(4) 03/12/2008		common stock	1,402
Option (right to buy)	\$ 65.906					(4) 04/01/2008		common stock	100,000
Option (right to buy)	\$ 73.844					(4) 04/30/2008		common stock	300,000
Option (right to buy)	\$ 66.75					(4) 03/11/2009		common stock	2,223
Option (right to buy)	\$ 63.875					(4) 03/31/2009		common stock	100,000

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- (6) This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the first of two Forms 4 filed by the Daniel A. Carp for the December 10, 2004 transaction.

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.