

EASTMAN KODAK CO
 Form 4
 December 16, 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 *
STOFFEL JAMES C

(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)
12/16/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,238 ⁽¹⁾ | D | |

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. 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 or Number of Shares |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 09/21/2007 | common stock | 10,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/12/2008 | common stock | 34 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/31/2008 | common stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 04/01/2008 | common stock | 7,650 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 04/16/2008 | common stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/11/2009 | common stock | 412 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/31/2009 | common stock | 8,401 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/29/2010 | common stock | 16,667 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 05/09/2010 | common stock | 6,667 |
| Option (right to buy) | \$ 31.3 | | | | | | | 11/16/2004 | 11/15/2011 | common stock | 28,750 |
| Option (right to buy) | \$ 36.66 | | | | | | | <u>(3)</u> | 11/21/2012 | common stock | 23,000 |
| Option | \$ 24.49 | | | | | | | <u>(3)</u> | 11/18/2010 | common | 8,850 |

| | | | | | | | | | |
|------------------------|----------|------------|--|---|--------------|------------|-----|--------------|----------|
| (right to buy) | | | | | | | | stock | |
| Option (right to buy) | \$ 31.71 | | | | (3) | 12/09/2011 | | Common Stock | 5,900 |
| Restricted Share Units | (4) | | | | (5) | (5) | | common stock | 4,890 |
| Share Units | (4) | 12/16/2004 | | A | 89.89 (8) | (6) | (6) | Common Stock | 6,560.54 |
| Stock Units | (4) | 12/16/2004 | | A | 42.88 (8) | (5) | (5) | common stock | 5,147.77 |
| Stock Units | (4) | | | | | (7) | (7) | common stock | 281.18 |
| Stock unit | (4) | 12/16/2004 | | A | 66.74 | (7) | (7) | Common Stock | 8,449.39 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOFFEL JAMES C 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for James C. Stoffel 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-to-one basis.
 - (5) This date is not applicable to restricted units.
 - (6) This date is not applicable to share units.
 - (7) This date is not applicable to stock 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.