

EASTMAN KODAK CO  
 Form 4  
 February 18, 2005

**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 \*  
**DONAHUE TIMOTHY M**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**EASTMAN KODAK COMPANY, 343 STATE STREET**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/18/2005**

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

**ROCHESTER, NY 14650**  
 (City) (State) (Zip)

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

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,500 (2)	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	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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy) <u>(6)</u>	\$ 25.92					<u>(5)</u>		11/05/2011		Common Stock	2,...
Option (right to buy) <u>(6)</u>	\$ 29.1					<u>(5)</u>		01/01/2012		Common Stock	2,...
Option (right to buy) <u>(6)</u>	\$ 36.66							11/21/2003 <u>(5)</u>	11/21/2012	Common Stock	2,...
Option (right to buy) <u>(6)</u>	\$ 24.49					<u>(5)</u>		11/18/2013		Common Stock	2,...
Option (right to buy)	\$ 31.71					<u>(1)</u>		12/09/2014		Common Stock	1,...
Phantom Stock Units	<u>(3)</u>	07/15/2004		J	59.0753 <u>(7)</u>	<u>(4)</u>		<u>(4)</u>		Common Stock	6,88
Phantom Stock Units	<u>(3)</u>	12/12/2004		J	50.6277 <u>(7)</u>	<u>(4)</u>		<u>(4)</u>		Common Stock	6,93

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE TIMOTHY M EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X	X		

## Signatures

Laurence L. Hickey, as attorney-in-fact for Timothy M. Donahue

02/18/2005

\*\*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) The restrictions lapse on the first anniversary of the date of grant.
- (2) These shares are restricted.
- (3) This award converts to common stock on a 1-for-1 basis.
- (4) Phantom stock units do not have exercise dates or expiration dates.
- (5) The restrictions lapse on the first anniversary of the date of grant.
- (6) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (7) 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.

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