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EASTMAN KODAK CO
Form SC TO-I/A
February 19, 2002

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As filed with the Securities and Exchange Commission on February 19, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d) (1) or 13(e)
Of the Securities Exchange Act of 1934
(AMENDMENT NO. 5)

EASTMAN KODAK COMPANY
(Name of Subject Company - - Issuer)

EASTMAN KODAK COMPANY
(Name of Filing Person - - Offeror)

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$2.50 PER SHARE,
ISSUED UNDER THE EASTMAN KODAK COMPANY 1990 OMNIBUS LONG-TERM COMPENSATION
PLAN, THE EASTMAN KODAK COMPANY 1995 OMNIBUS LONG-TERM COMPENSATION PLAN, THE
KODAK STOCK OPTION PLAN, THE WAGE DIVIDEND PLAN AND THE 2000 OMNIBUS LONG-TERM
COMPENSATION PLAN
(Title of Class of Securities)

JOYCE P. HAAG
SECRETARY
LAURENCE L. HICKEY
ASSISTANT SECRETARY
EASTMAN KODAK COMPANY
ROCHESTER, NEW YORK 14650 - 0218
TELEPHONE: 585-724-4368
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(Name, address and telephone number of person authorized to receive
notices and communications on behalf of Filing Person)

COPIES TO:
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CHECK THE APPROPRIATE BOXES BELOW TO DESIGNATE ANY TRANSACTIONS TO WHICH THE
STATEMENT RELATES:

/ / Third-party tender offer subject to Rule 14d-1.

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/X / Issuer tender offer subject to Rule 13e-4.
/ / Going-private transaction subject to Rule 13e-3.
/ / Amendment to Schedule 13D under Rule 13d-2.

CHECK THE FOLLOWING BOX IF THE FILING IS A FINAL AMENDMENT REPORTING THE RESULTS OF THE TENDER OFFER: / /

This Amendment No. 5 amends and supplements the Tender Offer Statement of Eastman Kodak Company ("Kodak") on Schedule TO, filed with the Securities and Exchange Commission on January 18, 2002) and amended by Amendment Nos. 1, 2, 3 and 4 (the "Tender Offer Statement"), relating to the offer by Kodak to exchange outstanding employee stock options to purchase common stock, par value \$2.50 per share, issued under the Eastman Kodak Company 1990 Omnibus Long-Term Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation Plan, the Kodak Stock Option Plan, the Wage Dividend Plan and the 2000 Omnibus Long-Term Compensation Plan, upon the terms and subject to the conditions set forth in the Offer to Exchange, dated January 28, 2002, as amended hereby.

The Offer is amended to add as an exhibit an e-mail message reminding eligible employees of the approaching Expiration Date of the Offer.

Item 12. EXHIBITS.

Item 12 to Kodak's Schedule TO is hereby amended to add the following Exhibit, which is filed with this Amendment No. 5 to Schedule TO:

99.14 (a) (1) Form of e-mail message sent by Kodak to Eligible Employees on February 18, 2002.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this Amendment No. 5 to Schedule TO is true, complete and correct.

EASTMAN KODAK COMPANY

By: /s/ Joyce P. Haag

Joyce P. Haag
Secretary