

EASTMAN KODAK CO  
Form 4  
December 04, 2002

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OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[ ] Check this box if no longer subject of Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person\*

Carp	Daniel	A.
-----	-----	-----
(Last)	(First)	(Middle)
Eastman Kodak Company	343 State Street	
-----	-----	-----
	(Street)	
Rochester	New York	14650
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(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Eastman Kodak Company ("EK")  
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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Day/Year

12/02/02  
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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer



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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execut ion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Unit (right to acquire) (1)		12/02/ 02		A	75,000	12/01/05	Common Stock 75,000
Stock Unit (right to acquire) (1) (2)		01/01/ 03		A	25,000	12/31/05	Common Stock 25,000

Explanation of Responses:

- (1) Stock unit granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. At the end of the vesting period, the Board of Directors or a committee thereof, in its discretion, will pay to Mr. Carp the shares or their equivalent in cash. Mr. Carp will receive dividend equivalents until vesting.
- (2) This grant has been made but is not yet effective.

/s/James M. Quinn, as attorney-in-fact

12/03/02

\*\*Signature of Reporting Person

Date

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Daniel A. Carp

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.