

Edgar Filing: EASTMAN KODAK CO - Form 4

EASTMAN KODAK CO
Form 4
January 03, 2003

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*

Donahue	Timothy	M.
-----	-----	-----
(Last)	(First)	(Middle)
Eastman Kodak Company	343 State Street	
-----	-----	-----
	(Street)	
Rochester	New York	14650
-----	-----	-----
(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

01/01/03
=====

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

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6. Relationship of Reporting Person to Issuer

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(Check all applicable)

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

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned
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1.	2.	2.A	3.	4.		
Title of Security	Transaction	Deemed	Transaction	Securities Acquired (A) or		
(Instr. 3)	Date	Execution	Code	Disposed of (D)		Price
	(mm/dd/yy)	Date, if any	(Instr. 8)	(Instr. 3, 4 and 5)	Amount	
		(mm/dd/yy)	Code		or	
					(D)	
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* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Conversion or Exercise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed 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) ----- (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
Phantom Stock Units (1)	1 for 1	12/13/ 02		J V	43.60270		Common Stock 43. 60270
Phantom Stock Units (2)	1 for 1	01/01/ 03		A	458.00451		Common Stock 458. 00451

Explanation of Responses:

- (1) These units were credited to the reporting person's deferred compensation phantom stock account on 12/13/02 as a dividend equivalent.
- (2) These units were credited to the reporting person's deferred compensation phantom stock account on 1/1/03 in partial payment of the 2003 retainer.

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

01/03/03

**Signature of Reporting Person
Timothy M. Donahue

Date

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** 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.