

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 *
BROWN CHARLES S JR

(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)
12/14/2004

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 9,339 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 1,521.039 ⁽²⁾ | I | By Trustee in 401(k) |
| Common Stock | | | | (A) or (D) | 83.687 ⁽³⁾ | I | By Trustee of ESOP |

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

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number.

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 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>(5)</u> | 03/09/2004 | Common Stock | 5,733 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 04/19/2005 | Common Stock | 5,867 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 10/12/2005 | Common Stock | 3,333 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 03/28/2006 | Common Stock | 7,353 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 03/12/2007 | Common Stock | 327 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 04/03/2007 | Common Stock | 7,308 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 03/01/2008 | Common Stock | 5,000 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 03/12/2008 | Common Stock | 209 |
| Option (right to buy) | \$ 24.49 | | | | | <u>(6)</u> | 11/18/2010 | Common Stock | 14,750 |
| Option (right to buy) | \$ 31.3 | | | | | <u>(5)</u> | 04/01/2008 | Common Stock | 9,000 |

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|------------------------------|------------|------------|---|---------------------|------------|------------|-----------------|-----------------|--------|
| Option (right to buy) | \$ 31.3 | | | | <u>(5)</u> | 03/11/2009 | Common Stock | 519 | |
| Option (right to buy) | \$ 31.3 | | | | <u>(5)</u> | 03/31/2009 | Common Stock | 10,500 | |
| Option (right to buy) | \$ 31.3 | | | | <u>(5)</u> | 03/29/2010 | Common Stock | 16,667 | |
| Option (right to buy) | \$ 31.3 | | | | <u>(5)</u> | 04/12/2010 | Comon Stock | 5,000 | |
| Option (right to buy) | \$ 31.3 | | | | | 05/24/2004 | 05/23/2011 | Common Stock | 3,333 |
| Option (right to buy) | \$ 31.3 | | | | | 11/16/2004 | 11/15/2011 | Common Stock | 32,200 |
| Option (right to buy) | \$ 36.66 | | | | <u>(6)</u> | 11/21/2012 | Common Stock | 32,200 | |
| Option (right to buy) | \$ 31.71 | | | | <u>(6)</u> | 12/09/2011 | Common Stock | 16,750 | |
| Stock Units | <u>(4)</u> | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 5,227.09 | |
| Stock Units | <u>(4)</u> | 12/16/2004 | A | 43.91 <u>(8)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 331.82 | |
| Restricted Stock Units | <u>(4)</u> | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 12.69 | |
| Stock Units | <u>(4)</u> | 12/16/2004 | A | 14.49 <u>(8)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 109.49 | |
| Restricted Share Units | <u>(4)</u> | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 4,325 | |
| Share Units | <u>(4)</u> | 12/16/2004 | A | 79.5 <u>(8)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 5,802.53 | |
| Stock Unit | <u>(4)</u> | 12/16/2004 | A | 68.38 <u>(8)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 8,656.99 | |
| Phantom Stock Units | <u>(4)</u> | 12/16/2004 | A | 46.83 <u>(8)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 5,928.82 | |

