

SMITH- PILKINGTON KAREN A

Form 4

December 14, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH- PILKINGTON KAREN A

(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)
12/10/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(D)	Price
Common Stock					15,308 ⁽¹⁾	D	
Common Stock					23.282 ⁽²⁾	I	By Trustee in ESOP

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

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SEC 1474
(9-02)

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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 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							08/26/2002	03/28/2006	common stock	1,936
Option (right to buy)	\$ 31.3							08/26/2002	04/03/2007	common stock	1,920
Option (right to buy)	\$ 31.3							08/26/2002	03/06/2008	common stock	2,250
Option (right to buy)	\$ 31.3							08/26/2002	03/12/2008	common stock	93
Option (right to buy)	\$ 31.3							08/26/2002	04/01/2008	common stock	2,200
Option (right to buy)	\$ 31.3							08/26/2002	02/11/2009	common stock	2,501
Option (right to buy)	\$ 31.3							08/26/2002	03/11/2009	common stock	249
Option (right to buy)	\$ 31.3							08/26/2002	03/31/2009	common stock	4,251
Option (right to buy)	\$ 31.3							08/26/2002	03/29/2010	common stock	8,667
Option (right to buy)	\$ 31.3							08/26/2002	01/11/2011	common stock	11,000
Option (right to	\$ 31.3							11/16/2002	11/15/2011	common stock	13,800

buy)

Option (right to buy)	\$ 26.86				<u>(3)</u>	10/09/2012	common stock	10,000
Option (right to buy)	\$ 36.66				<u>(3)</u>	11/21/2012	common stock	21,000
Option (right to buy)	\$ 24.49				<u>(3)</u>	11/18/2010	common stock	10,800
Option (right to buy)	\$ 31.71	12/10/2004	A	10,800	<u>(3)</u>	12/09/2011	Common Stock	10,800
Restricted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	3,289.6
Stock Units	<u>(4)</u>				<u>(6)</u>	<u>(6)</u>	common stock	181.18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH- PILKINGTON KAREN A 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Karen A.
Smith-Pilkington

12/14/2004

 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) Some of these shares are restricted.

(2) This represents a number of units held in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These units were acquired by the trustee over a period of time at current market prices.

(3) These options vest one-third on each of the first three anniversaries of the date of grant.

(4) These units convert on a one-to-one basis.

(5) This date is not applicable to restricted units.

(6) This date is not applicable to stock units.

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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