

EASTMAN KODAK CO
Form 4
December 16, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VANGRAAFEILAND GARY P

(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
__X__ Officer (give title ____ Other (specify
below) below)

GC, 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)
Common Stock				(A) or (D)	24,628 ⁽¹⁾	D	
Common Stock					46,413	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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information contained in this form are not
required to respond unless the form
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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							(2)	02/14/2004	common stock	5,067
Option (right to buy)	\$ 31.3							(2)	04/19/2005	common stock	10,000
Option (right to buy)	\$ 31.3							(2)	03/28/2006	common stock	9,200
Option (right to buy)	\$ 31.3							(2)	03/12/2007	common stock	414
Option (right to buy)	\$ 31.3							(2)	04/03/2007	common stock	9,600
Option (right to buy)	\$ 31.3							(2)	03/01/2008	common stock	5,000
Option (right to buy)	\$ 31.3							(2)	03/12/2008	common stock	289
Option (right to buy)	\$ 31.3							(2)	04/01/2008	common stock	11,500
Option (right to buy)	\$ 31.3							(2)	03/11/2009	common stock	593
Option (right to buy)	\$ 31.3							(2)	03/31/2009	common stock	11,500
Option (right to	\$ 31.3							(2)	03/29/2010	common stock	15,333

buy)

Option (right to buy)	\$ 31.3				11/16/2004	11/15/2011	common stock	23,000
Option (right to buy)	\$ 36.66				<u>(3)</u>	11/21/2012	common stock	28,750
Option (right to buy)	\$ 24.49				<u>(3)</u>	11/18/2010	common stock	14,750
Option (right to buy)	\$ 31.71				<u>(3)</u>	12/09/2011	Common Stock	14,750
Resticted Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	9,589.44
Resticted Share Units <u>(6)</u>	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	4,325
Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,201.72
Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,523.81
Share Units	<u>(4)</u>	12/16/2004	A	79.5 <u>(7)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	5,802.53
Resticted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	Common Stock	4,913.35
Resticted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,080.58
Resticted Stock Units	<u>(4)</u>	12/16/2004	A	40.73 <u>(7)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	5,213.79
Phantom Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	2,226.61
Phantom Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	2,302.39

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANGRAAFEILAND GARY P 343 STATE STREET ROCHESTER, NY 14650			GC, Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Gary P.
VanGraafeiland

12/16/2004

__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) These options have vested.

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

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

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

(6) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.

(7) These units were credited to the reporting person's account as dividend equivalents.

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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