

Hellyar Mary Jane
Form 4
June 03, 2005

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 *
Hellyar Mary Jane

(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)
06/01/2005

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 below) ____ Other (specify 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)
Common Stock				(A) or (D)	19,836 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	23.6967	I	by Trustee of ESOP
Common Stock					42	I	Shares held by spouse

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control 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>(2)</u>	04/19/2005	Common Stock	1,287
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/28/2006	Common Stock	1,840
Option (right to buy)	\$ 31.3							<u>(2)</u>	04/03/2007	Common Stock	3,000
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/12/2006	Common Stock	95
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/31/2008	Common Stock	3,000
Option (right to buy)	\$ 31.3							<u>(2)</u>	04/01/2006	Common Stock	3,750
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/11/2009	Common Stock	273
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/31/2009	Common Stock	3,750
Option (right to buy)	\$ 31.3							<u>(2)</u>	05/02/2009	Common Stock	2,000
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/29/2009	Common Stock	8,000

Option (right to buy)	\$ 31.3					<u>(2)</u>	01/11/2011	Common Stock	6,333
Option (right to buy)	\$ 31.3					<u>(2)</u>	11/15/2011	Common Stock	13,800
Option (right to buy)	\$ 36.66					<u>(3)</u>	11/21/2012	Common Stock	16,830
Option (right to buy)	\$ 24.49					<u>(3)</u>	11/18/2010	Common Stock	5,000
Option (right to buy)	\$ 31.71					<u>(3)</u>	12/09/2011	Common Stock	5,000
Option (right to buy)	\$ 31.52					<u>(3)</u>	01/16/2012	Common Stock	10,000
Option (right to buy)	\$ 26.47	06/01/2005		A	50,000	<u>(3)</u>	05/31/2012	Common Stock	50,000
Option (right to buy)	\$ 31.3					<u>(2)</u>	04/01/2008	Common Stock	67
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/12/2010	Common Stock	67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar

06/03/2005

 **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).

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- (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 grant date.

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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