

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 *
BENARD MICHAEL 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
 Officer (give title below) _____ Other (specify below)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 132 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 426.368 ⁽²⁾ | I | By Trustee of 401(k) |

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 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 Number Shares |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/09/2004 | common stock | 2,06 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 11/10/2004 | common stock | 3,33 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 04/19/2005 | common stock | 6,00 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/28/2006 | common stock | 5,04 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/12/2007 | common stock | 247 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 04/03/2007 | common stock | 5,20 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/01/2008 | common stock | 5,00 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/12/2008 | common stock | 178 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 04/01/2008 | common stock | 6,30 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/11/2009 | common stock | 403 |
| Option (right to buy) | \$ 31.3 | | | | | (4) | 03/31/2009 | common stock | 7,00 |

| | | | | | | | | | |
|---|------------|------------|--|---|----------------------|-----------------------|-----------------|-----------------|---------|
| Option (right to buy) | \$ 31.3 | | | | <u>(4)</u> | 03/29/2010 | common stock | 9,33 | |
| Option (right to buy) | \$ 31.3 | | | | | 11/16/2004 11/15/2011 | common stock | 15,30 | |
| Option (right to buy) | \$ 36.66 | | | | <u>(3)</u> | 11/21/2012 | common stock | 15,30 | |
| Option (right to buy) | \$ 24.49 | | | | <u>(5)</u> | 11/18/2010 | common stock | 4,00 | |
| Option (right to buy) | \$ 31.71 | | | | <u>(5)</u> | 12/09/2011 | Common Stock | 4,00 | |
| Restricted Stock Units | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 2,977.7 | |
| Restricted Stock Units | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 3,079.1 | |
| Resticted Stock Units | <u>(6)</u> | 12/16/2004 | | A | 24.685 <u>(9)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 3,159.8 |
| Restricted Share Units | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 151.1 | |
| Restricted Share Units ⁽⁸⁾ | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 2,88 | |
| Share Units | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 67.0 | |
| Share Units | <u>(6)</u> | | | | <u>(7)</u> | <u>(7)</u> | common stock | 3,652. | |
| Share Units | <u>(6)</u> | 12/16/2004 | | A | 52.73 <u>(9)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 3,836. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENARD MICHAEL P 343 STATE STREET | | | Vice President | |

ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Michael P.
Benard

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) These shares are held by EquiServe as custodian under the Eastman Kodak Shares Program.
This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (2) Employee stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. One-third of these options vest on each of the first three anniversaries of the date of grant.
- (3) These options have vested.
- (4) These options vest one-third on each of the first three anniversaries of the date of grant.
- (5) These units convert on a one-for-one basis.
- (6) This date is not applicable to these units.
- (7) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9)

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