#### EASTMAN KODAK CO

Form 4

December 16, 2004

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response...

obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SHIH WILLY C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EASTMAN KODAK CO [EK]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

343 STATE STREET

(Month/Day/Year)

X\_ Officer (give title below)

12/14/2004

Senior Vice President

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ROCHESTER, NY 14650

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Price

Common Stock

 $20,132 \frac{(1)}{}$ 

D

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 required to respond unless the form displays a currently valid OMB control number.

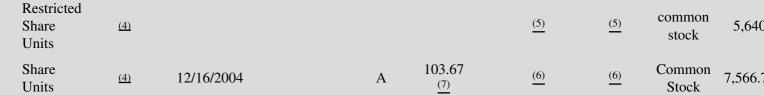
SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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						(2)	07/09/2007	common stock	5,667
Option (right to buy)	\$ 31.3						(2)	10/08/2007	common stock	2,500
Option (right to buy)	\$ 31.3						(2)	03/01/2008	common stock	10,000
Option (right to buy)	\$ 31.3						(2)	03/12/2008	common stock	69
Option (right to buy)	\$ 31.3						(2)	04/01/2008	common stock	9,000
Option (right to buy)	\$ 31.3						(2)	03/11/2009	common stock	564
Option (right to buy)	\$ 31.3						(2)	03/31/2009	common stock	11,500
Option (right to buy)	\$ 31.3						(2)	01/02/2010	common stock	5,000
Option (right to buy)	\$ 31.3						(2)	03/29/2010	common stock	24,000
Option (right to buy)	\$ 31.3						11/16/2004	11/15/2011	common stock	36,40
Option (right to buy)	\$ 36.66						(3)	11/21/2012	common stock	36,40
Option (right to	\$ 24.49						(3)	11/18/2010	common stock	16,75

buy)



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHIH WILLY C 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

12/16/2004

# **Signatures**

Laurence L. Hickey, as attorney-in-fact for Willy C. Shih

\*\*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 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 share units.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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