STOFFEL JAMES C

Form 4

January 18, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* STOFFEL JAMES C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EASTMAN KODAK CO [EK]

(Check all applicable)

(Last)

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

Director X\_ Officer (give title

10% Owner Other (specify

343 STATE STREET

(Month/Day/Year) 01/16/2005

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

below)

ROCHESTER, NY 14650

(City) (State) (Zip)

(Street)

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)

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)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

 $3,238 \frac{(1)}{}$ 

D

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)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci- Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Option (right to buy)	\$ 31.3						(2)	09/21/2007	common stock	10,000
Option (right to buy)	\$ 31.3						(2)	03/12/2008	common stock	34
Option (right to buy)	\$ 31.3						(2)	03/31/2008	common stock	2,000
Option (right to buy)	\$ 31.3						(2)	04/01/2008	common stock	7,650
Option (right to buy)	\$ 31.3						(2)	04/16/2008	common stock	2,000
Option (right to buy)	\$ 31.3						(2)	03/11/2009	common stock	412
Option (right to buy)	\$ 31.3						(2)	03/31/2009	common stock	8,401
Option (right to buy)	\$ 31.3						(2)	03/29/2010	common stock	16,667
Option (right to buy)	\$ 31.3						(2)	05/09/2010	common stock	6,667
Option (right to buy)	\$ 31.3						11/16/2004	11/15/2011	common stock	28,750
Option (right to buy)	\$ 36.66						<u>(3)</u>	11/21/2012	common stock	23,000
Option (right to	\$ 24.49						<u>(3)</u>	11/18/2010	common stock	8,850

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Option (right to buy)	\$ 31.71				(3)	12/09/2011	Common Stock	5,900
Resticted Share Units	<u>(4)</u>	01/16/2005	F	212.39 (8)	<u>(5)</u>	<u>(5)</u>	common stock	212.39
Share Units	<u>(4)</u>				(6)	<u>(6)</u>	Common Stock	6,560.5
Stock Units	<u>(4)</u>				(5)	(5)	common stock	5,147.7
Stock Units	<u>(4)</u>				<u>(7)</u>	<u>(7)</u>	common stock	281.18
Stock unit	<u>(4)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	8,449.3

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STOFFEL JAMES C 343 STATE STREET ROCHESTER, NY 14650

Senior Vice President

### **Signatures**

Laurence L. Hickey, as attorney-in-fact for James C. Stoffel

01/18/2005

\*\*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).
- (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 resticted units.
- (6) This date is not applicable to share units.
- (7) This date is not applicable to stock units.
- (8) Payment of FICA taxes.

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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