EASTMAN KODAK CO

Form 4

December 14, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

2005 Estimated average

0.5

burden hours per response...

Expires:

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

Check this box

obligations may continue. See Instruction

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

1(b). (Print or Type Responses)

(Last)

Stock

1. Name and Address of Reporting Person	
RIUZ HECTOR	

2. Issuer Name and Ticker or Trading Symbol

EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2004

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

EASTMAN KODAK COMPANY, 343 STATE STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

D

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

ROCHESTER, NY 14650

(City) (State) (Zip)

12/10/2004

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

1,500 $10,215^{(2)}$ Α (1) 31.71

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

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

Edgar Filing: EASTMAN KODAK CO - Form 4

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Lunderlying S (Instr. 3 and	Securities	8. De Se (Ir
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 31.71	12/10/2004		A	1,500 (4)	(3)	12/09/2014	Common Stock	1,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RUIZ HECTOR						
EASTMAN KODAK COMPANY	X					
343 STATE STREET	Λ					
ROCHESTER, NY 14650						

Signatures

Laurence L. Hickey, as attorney-in-fact for Hector de J. Ruiz

**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) Grant of shares in partial payment of retainer.
- (2) Some of these shares are restricted.
- (3) The restrictions lapse on the first anniversary of the date of grant.
- (4) These options were granted under the 2000 Omnibus Long-Term Compensation Plan on 12/10/04.

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.

Reporting Owners 2