EASTMAN KODAK CO

Form 4

February 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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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)

1. Name and Address of Reporting Person <u>*</u> LEWIS DELANO E			2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
			(Month/Day/Year)	X Director 10% Owner
EASTMAN KODAK COMPANY, 343 STATE STREET			02/18/2005	Officer (give title below) Other (specification)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
ROCHESTE	ER, NY 1465	50	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(State)

(Zin)

(City)

(City)	(State) (A	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			C 1 W		or	(Instr. 3 and 4)		
~			Code V	Amount	(D) Price			
Common						$1,700^{(2)}$	D	
Stock						1,700 (-)	D	

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)

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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)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (5)	\$ 43.99					(3)	07/24/2011	Common Stock	2,000
Option (right to buy) (5)	\$ 29.1					(3)	01/01/2012	Common Stock	2,000
Option (right to buy) (5)	\$ 36.66					(3)	11/21/2012	Common Stock	2,000
Option (right to buy) (5)	\$ 24.49					(3)	11/18/2013	Common Stock	2,000
Option (right to buy)	\$ 31.71					(3)	12/09/2014	Common Stock	1,500
Phantom Stock Units	<u>(4)</u>	07/15/2004		J	40.6018 (6)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,820.08
Phantom Stock Units	<u>(4)</u>	12/12/2004		J	34.7956 (6)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,854.88

Reporting Owners

Reporting Owner Name / Address	Relationships				
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other	
LEWIS DELANO E EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X				

Signatures

Laurence L. Hickey, as attorney-in-fact for Delano E. Lewis	02/18/2005
**Signature of Reporting Person	Date

Reporting Owners 2

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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) Phantom stock units do not have exercise dates or expiration dates.
- (2) These shares are restricted.
- (3) The restrictions lapse on the first anniversary of the date of grant.
- (4) This award converts to common stock on a 1-for-1 basis.
- (5) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (6) 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.