

Edgar Filing: EASTMAN KODAK CO - Form 4

EASTMAN KODAK CO  
Form 4  
December 03, 2002

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OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[ ] Check this box if no longer subject of Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person\*

|                       |                  |          |
|-----------------------|------------------|----------|
| Benard                | Michael          | P.       |
| -----                 | -----            | -----    |
| (Last)                | (First)          | (Middle) |
| Eastman Kodak Company | 343 State Street |          |
| -----                 | -----            | -----    |
|                       | (Street)         |          |
| Rochester             | New York         | 14650    |
| -----                 | -----            | -----    |
| (City)                | (State)          | (Zip)    |

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2. Issuer Name and Ticker or Trading Symbol

Eastman Kodak Company ("EK")  
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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Day/Year

11/22/02  
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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer

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(Check all applicable)

- Director
- Officer (give title below)
- 10% Owner
- Other (specify below)

Vice President

7. 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 2.A<br>Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |       | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                           |
|---------------------------------------|---|--|---|-------|--|---------------------------|
|                                       |   |  | Code                                    | V     | Amount   | or<br>Price<br>(A)<br>(D) |
| -----                                 | -----                                   | -----  | -----                                   | ----- | -----  | -----                     |
| -----                                 | -----                                   | -----  | -----                                   | ----- | -----  | -----                     |
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\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A.<br>Execut<br>ion<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|--|---|--|
| Option<br>(right to<br>buy) (1)                        | \$36.66   | 11/22/<br>02   |   | A  | 15,300   | (1) 11/21/12  | Common<br>Stock 15,300   |

Explanation of Responses:

(1) 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.

/s/James M. Quinn, as attorney-in-fact

12/02/02

\*\*Signature of Reporting Person  
Michael P. Benard

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.