

EASTMAN KODAK CO
Form 4
January 18, 2005

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUSTIN CARL E

(Last) (First) (Middle)

343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CMO, Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	5,960 ⁽¹⁾	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. Transaction Code (Instr. 8)	5. Number of Derivative 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					<u>(2)</u> 08/14/2004	common stock 3,33
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/26/2005	common stock 16,6
Option (right to buy)	\$ 31.3					<u>(2)</u> 04/19/2005	common stock 9,88
Option (right to buy)	\$ 31.3					<u>(2)</u> 08/31/2005	common stock 6,66
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/28/2006	common stock 9,20
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/12/2007	common stock 414
Option (right to buy)	\$ 31.3					<u>(2)</u> 04/03/2007	common stock 10,00
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/01/2008	common stock 5,00
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/12/2008	common stock 279
Option (right to buy)	\$ 31.3					<u>(2)</u> 04/01/2008	common stock 10,50
Option (right to buy)	\$ 31.3					<u>(2)</u> 03/11/2009	common stock 589
Option (right to	\$ 31.3					<u>(2)</u> 03/31/2009	common stock 10,50

buy)

Option (right to buy)	\$ 31.3				<u>(2)</u>	11/21/2009	common stock	2,50
Option (right to buy)	\$ 31.3				<u>(2)</u>	03/29/2010	common stock	16,6
Option (right to buy)	\$ 31.3					11/16/2004 11/15/2011	common stock	23,0
Option (right to buy)	\$ 36.66				<u>(3)</u>	11/21/2012	common stock	23,0
Option (right to buy)	\$ 24.49				<u>(3)</u>	11/18/2010	common stock	11,8
Option (right to buy)	\$ 31.71				<u>(3)</u>	12/09/2011	Common Stock	11,8
Restricted Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	9,589
Restricted Share Units <u>(7)</u>	<u>(4)</u>	01/16/2005	F	205.75 <u>(8)</u>	<u>(5)</u>	<u>(5)</u>	common stock	205.
Share Units	<u>(4)</u>				<u>(6)</u>	<u>(6)</u>	common stock	5,201
Share Units	<u>(4)</u>				<u>(6)</u>	<u>(6)</u>	common stock	5,523
Share Units	<u>(4)</u>				<u>(6)</u>	<u>(6)</u>	Common Stock	5,802
Restricted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	11,272
Restricted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	11,656
Restricted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	Common Stock	11,962

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GUSTIN CARL E 343 STATE STREET ROCHESTER, NY 14650	CMO, Senior Vice President

Signatures

Laurence L. Hickey, as attorney-in-fact for Carl E. Gustin	01/18/2005
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 **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-for-one basis.
- (5) This date is not applicable to restricted units.
- (6) This date is not applicable to share units.
- (7) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (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.
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