

EASTMAN KODAK CO
 Form 4
 December 14, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CARP DANIEL A

(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)
 12/10/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO

6. 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. 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F... | Der... | Sec... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------|--------|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------|--------|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3) | | | | | | | |
|---|------------------------------------|------------------|------------|---|------------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽³⁾ | (1) | | | | | | | | (2) | (2) | common stock | 25,140.372 |
| Restricted Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 5,173.069 |
| Restricted Share Units | (1) | | | | | | | | (2) | (2) | common stock | 26,315 |
| Share Units | (1) | | | | | | | | (2) | (2) | common stock | 34,821.09 |
| Resticted Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 75,000 |
| Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 4,071.16 |
| Resticted Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 6,562.29 |
| Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 361.81 |
| Resticted Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 25,000 |
| Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 1,357.06 |
| Resticted Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 18,341.14 |
| Stock Units | (1) | | | | | | | | (2) | (2) | common stock | 1,010.24 |
| Stock Unit | (1) | | | | | | | | (2) | (2) | Common Stock | 30,249.32 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARP DANIEL A 343 STATE STREET ROCHESTER, NY 14650 | X | | Chairman, CEO | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Daniel A. Carp 12/14/2004

__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) These units convert on a one-for-one basis.
- (2) This date is not applicable to these units.
- (3) This filing exceeds 30 lines and requires two Form 4 to complete the filing. This is the second of two Forms 4 filed by the Daniel A. Carp for the December 10, 2004 transaction.

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.