

EASTMAN KODAK CO
 Form 4
 January 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) ___ Other (specify below)
CMO, Senior Vice President

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	5,960 ⁽¹⁾	D	

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)

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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	10,0
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	10,5
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/11/2009	common stock	589
Option (right to buy)	\$ 31.3					<u>(2)</u>	03/31/2009	common stock	10,5

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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		

