Edgar Filing: EASTMAN KODAK CO - Form 4

EASTMAN KO	DDAK CO									
Form 4) <i>5</i>									
January 18, 200										PPROVAL
FORM	UNITE	D STATES		ITIES A hington,			IGE (COMMISSION		3235-0287
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per		
Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	Bection 1	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	0.5
(Print or Type Res	ponses)									
1. Name and Add GUSTIN CAR	2. Issuer Name and Ticker or Trading Symbol EASTMAN KODAK CO [EK]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Chec	ck all applicable	e)
343 STATE S	(Month/Day/Year) 01/16/2005					Director 10% Owner X Officer (give title Other (specify below) below) CMO, Senior Vice President				
(Street) 4. If Amendment, Date Or Filed(Month/Day/Year)				-	Applicable Line) _X_ Form filed by One Reporting Person				erson	
ROCHESTER	, NY 14650							Form filed by M Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Ac	quired, Disposed o	f, or Beneficia	lly Owned
	2. Transaction E Month/Day/Ye	ar) Execution any		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5 (A) or) 5)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock					7 intount		i nee	5,960 <u>(1)</u>	D	

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

Persons who respond to the collection of information contained in this form are not 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)		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						(2)	08/14/2004	common stock	3,33
Option (right to buy)	\$ 31.3						(2)	03/26/2005	common stock	16,6
Option (right to buy)	\$ 31.3						(2)	04/19/2005	common stock	9,88
Option (right to buy)	\$ 31.3						(2)	08/31/2005	common stock	6,66
Option (right to buy)	\$ 31.3						(2)	03/28/2006	common stock	9,20
Option (right to buy)	\$ 31.3						(2)	03/12/2007	common stock	414
Option (right to buy)	\$ 31.3						(2)	04/03/2007	common stock	10,0
Option (right to buy)	\$ 31.3						(2)	03/01/2008	common stock	5,00
Option (right to buy)	\$ 31.3						(2)	03/12/2008	common stock	279
Option (right to buy)	\$ 31.3						(2)	04/01/2008	common stock	10,5
Option (right to buy)	\$ 31.3						(2)	03/11/2009	common stock	589
Option (right to	\$ 31.3						(2)	03/31/2009	common stock	10,50

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buy)								
Option (right to buy)	\$ 31.3				(2)	11/21/2009	common stock	2,50
Option (right to buy)	\$ 31.3				(2)	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				(3)	11/21/2012	common stock	23,0
Option (right to buy)	\$ 24.49				(3)	11/18/2010	common stock	11,80
Option (right to buy)	\$ 31.71				(3)	12/09/2011	Common Stock	11,8
Restricted Share Units	<u>(4)</u>				(5)	(5)	common stock	9,589
Restricted Share Units (7)	<u>(4)</u>	01/16/2005	F	205.75 (8)	(5)	(5)	common stock	205.
Share Units	<u>(4)</u>				(6)	(6)	common stock	5,201
Share Units	<u>(4)</u>				(6)	(6)	common stock	5,523
Share Units	<u>(4)</u>				(6)	(6)	Common Stock	5,802
Restricted Stock Units	<u>(4)</u>				(5)	(5)	common stock	11,272
Restricted Stock Units	<u>(4)</u>				(5)	(5)	common stock	11,656
Restricted Stock Units	<u>(4)</u>				(5)	(5)	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 attorne Gustin	01/18/2005								
<u>**</u> Signature of Reporting	ng Person		Date						
Evalenction of De									

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. 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.