

EASTMAN KODAK CO
Form 4
December 16, 2004

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 *
VANGRAAFEILAND GARY P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

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

GC, Senior Vice President

343 STATE STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

ROCHESTER, NY 14650

(City) (State) (Zip)

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	24,628 ⁽¹⁾	D	
Common Stock					46,413	I	By Trustee of ESOP

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 or Number of Shares
Option (right to buy)	\$ 31.3					(2)	02/14/2004	common stock	5,067
Option (right to buy)	\$ 31.3					(2)	04/19/2005	common stock	10,000
Option (right to buy)	\$ 31.3					(2)	03/28/2006	common stock	9,200
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	9,600
Option (right to buy)	\$ 31.3					(2)	03/01/2008	common stock	5,000
Option (right to buy)	\$ 31.3					(2)	03/12/2008	common stock	289
Option (right to buy)	\$ 31.3					(2)	04/01/2008	common stock	11,500
Option (right to buy)	\$ 31.3					(2)	03/11/2009	common stock	593
Option (right to buy)	\$ 31.3					(2)	03/31/2009	common stock	11,500
Option (right to buy)	\$ 31.3					(2)	03/29/2010	common stock	15,333

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buy)									
Option (right to buy)	\$ 31.3				11/16/2004	11/15/2011	common stock	23,000	
Option (right to buy)	\$ 36.66				<u>(3)</u>	11/21/2012	common stock	28,750	
Option (right to buy)	\$ 24.49				<u>(3)</u>	11/18/2010	common stock	14,750	
Option (right to buy)	\$ 31.71				<u>(3)</u>	12/09/2011	Common Stock	14,750	
Resticted Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	9,589.44	
Resticted Share Units ⁽⁶⁾	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	4,325	
Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,201.72	
Share Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,523.81	
Share Units	<u>(4)</u>	12/16/2004	A	79.5 <u>(7)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	5,802.53	
Resticted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	Common Stock	4,913.35	
Resticted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	5,080.58	
Resticted Stock Units	<u>(4)</u>	12/16/2004	A	40.73 <u>(7)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	5,213.79	
Phantom Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	2,226.61	
Phantom Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>	common stock	2,302.39	

