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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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)
01/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (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 Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (3)	(1)							(2)	(2)	Common Stock	25,338.366
Restricted Stock Units	(1)							(2)	(2)	Common Stock	5,213.799
Restricted Share Units	(1)	01/16/2005(3)		F			475.65 (4)	(2)	(2)	common stock	475.65
Share Units	(1)							(2)	(2)	Common Stock	35,304.8
Resticted Stock Units	(1)							(2)	(2)	common stock	75,000
Stock Units	(1)							(2)	(2)	Common Stock	4,692.05
Resticted Stock Units	(1)							(2)	(2)	common stock	6,562.29
Stock Units	(1)							(2)	(2)	Common Stock	416.94
Resticted Stock Units	(1)							(2)	(2)	common stock	25,000
Stock Units	(1)							(2)	(2)	Common Stock	1,564.02
Stock Units	(1)							(2)	(2)	common stock	18,341.14
Stock Units	(1)							(2)	(2)	common stock	1,164.31
Stock Unit	(1)							(2)	(2)	Common Stock	30,490.16

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	01/18/2005
**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 January 16, 2005 transaction.
- **(4)** 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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