

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 *
BERMAN ROBERT L

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)
343 STATE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2004

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

ROCHESTER, NY 14650

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 12/10/2004 | | A | | 10,000 (4) \$ 31.71 | 28,052 (1) | D |
| Common Stock | | | | | 23.282 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 04/19/2005 | common stock | 2,065 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 03/28/2006 | common stock | 1,842 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 04/03/2007 | common stock | 2,360 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 03/12/2008 | common stock | 98 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 04/01/2008 | common stock | 3,250 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 05/04/2008 | common stock | 1,200 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 03/11/2009 | common stock | 256 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 03/31/2009 | common stock | 2,751 |
| Option (right to buy) | \$ 31.3 | | | | (A) | (2) 03/29/2010 | common stock | 4,934 |
| Option (right to buy) | \$ 31.3 | | | | (A) | 01/12/2004 01/11/2011 | common stock | 8,867 |
| Option | \$ 31.3 | | | | (A) | 11/16/2004 11/15/2011 | common | 13,300 |

| | | | | | | | | |
|-----------------------|----------|------------|---|-------|-----|------------|--------------|--------|
| (right to buy) | | | | | | | stock | |
| Option (right to buy) | \$ 31.3 | | | | (3) | 08/25/2012 | common stock | 5,000 |
| Option (right to buy) | \$ 36.66 | | | | (3) | 11/21/2012 | common stock | 19,125 |
| Option (right to buy) | \$ 24.49 | | | | (3) | 11/18/2010 | common stock | 5,810 |
| Option (right to buy) | \$ 31.71 | 12/10/2004 | A | 5,810 | (3) | 12/09/2011 | Common Stock | 5,810 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN ROBERT L 343 STATE STREET ROCHESTER, NY 14650 | | | Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert L. Berman 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) 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 restricted shares were granted under the 2000 Omnibus Long-Term Compensation Plan on 12/10/04. The restrictions lapse on the first anniversary of the date of grant.

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.