

EASTMAN KODAK CO  
Form 4  
December 03, 2002

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OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[ ] Check this box if no longer subject of Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

=====  
1. Name and Address of Reporting Person\*

Lee Debra L.  
-----  
(Last) (First) (Middle)  
Eastman Kodak Company 343 State Street  
-----  
(Street)  
Rochester New York 14650  
-----  
(City) (State) (Zip)

=====  
2. Issuer Name and Ticker or Trading Symbol

Eastman Kodak Company ("EK")  
=====

3. IRS or Social Security Number of Reporting Person (Voluntary)

=====  
4. Statement for Month/Day/Year

11/22/02  
=====

5. If Amendment, Date of Original (Month/Day/Year)

=====  
6. Relationship of Reporting Person to Issuer

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(Check all applicable)

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

=====  
 7. 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 (mm/dd/yy)	2.A Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price

=====  
 \* If the Form is filed by more than one Reporting Person, see Instruction  
 4(b) (v).  
  
 Reminder: Report on a separate line for each class of securities beneficially  
 owned directly or indirectly.

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execut Deemed Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (right to buy) (1)	\$36.66	11/22/ 02		A	2.000	11/21/03 11/21/12	Common Stock 2,000

Explanation of Responses:

- (1) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.

/s/James M. Quinn, as attorney-in-fact

12/02/02

\*\*Signature of Reporting Person  
Debra L. Lee

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.