BRUST ROBERT H

Form 4

December 14, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRUST ROBERT H**

(First) (Middle) (Last)

343 STATE STREET

(Street)

(City)

Common

Common

Stock

Stock

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2004

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) below) CFO, Exec. Vice President

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

ROCHESTER, NY 14650

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

23,836 (1)

1,741.651 (2)

By Trustee in 401(k)

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 (D) (Instr. 3, 4, and 5)	A)	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)	\$ 65.625						(3)	01/02/2010	common stock	200,0
Option (right to buy)	\$ 55.188						<u>(4)</u>	03/29/2010	common stock	28,00
Option (right to buy)	\$ 29.31						11/16/2004	11/15/2011	common stock	78,00
Option (right to buy)	\$ 36.66						<u>(5)</u>	11/21/2012	common stock	42,00
Option (right to buy)	\$ 24.49						<u>(5)</u>	11/18/2010	common stock	14,40
Option (right to buy)	\$ 31.71	12/10/2004		A	18,000		<u>(5)</u>	12/09/2011	Common Stock	18,00
Restricted Share Units	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	common stock	5,26
Share Units	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	common stock	6,966.
Stock Unit	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	12,630

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BRUST ROBERT H			CFO, Exec. Vice President			
343 STATE STREET						

Reporting Owners 2

ROCHESTER, NY 14650

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert H.
Brust
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 share are restricted.
 - This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the
- (2) reporting person. These shares were previously reported as units. The number of shares held by each participant fluctuates with the change in stock price, due to the conversion from units to shares.
- (3) 140,000 of these options have vested. 30,000 vest on 01/03/04 and the remaining 30,000 vest on 01/03/05.
- (4) These options have vested.
- (5) These options vest one-third on each of the first three anniversaries of the date of grant.
- (6) These units convert on a one-for-one basis.
- (7) This date is not applicable to these units.

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.

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