

EASTMAN KODAK CO  
Form 4  
December 03, 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 \*  
**BROWN CHARLES S JR**

(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)  
12/02/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President

6. 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 12/02/2004                           |  | F                              | 304 <sup>(9)</sup> D \$ 32.96                                     | 9,339 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,521.039 <sup>(2)</sup>  | I  | By Trustee in 401(k)              |
| Common Stock                    |                                      |  |                                |   | 83.687 <sup>(3)</sup>   | 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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number.

**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. D S (     |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/09/2004  | Common Stock | 5,733                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 04/19/2005  | Common Stock | 5,867                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 10/12/2005  | Common Stock | 3,333                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/28/2006  | Common Stock | 7,353                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/12/2007  | Common Stock | 327                        |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 04/03/2007  | Common Stock | 7,308                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/01/2008  | Common Stock | 5,000                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/12/2008  | Common Stock | 209                        |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 04/01/2008  | Common Stock | 9,000                      |
| Option (right to buy)                      | \$ 31.3  |                                      |  |                                |   | <u>(5)</u>   | 03/11/2009  | Common Stock | 519                        |

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|                              |            |  |            |                       |                 |                        |
|------------------------------|------------|--|------------|-----------------------|-----------------|------------------------|
| buy)                         |            |  |            |                       |                 |                        |
| Option<br>(right to<br>buy)  | \$ 31.3    |  | <u>(5)</u> | 03/31/2009            | Common<br>Stock | 10,500                 |
| Option<br>(right to<br>buy)  | \$ 31.3    |  | <u>(5)</u> | 03/29/2010            | Common<br>Stock | 16,667                 |
| Option<br>(right to<br>buy)  | \$ 31.3    |  | <u>(5)</u> | 04/12/2010            | Comon<br>Stock  | 5,000                  |
| Option<br>(right to<br>buy)  | \$ 31.3    |  |            | 05/24/2004 05/23/2011 | Common<br>Stock | 3,333                  |
| Option<br>(right to<br>buy)  | \$ 31.3    |  |            | 11/16/2004 11/15/2011 | Common<br>Stock | 32,200                 |
| Option<br>(right to<br>buy)  | \$ 36.66   |  | <u>(6)</u> | 11/21/2012            | Common<br>Stock | 32,200                 |
| Option<br>(right to<br>buy)  | \$ 24.49   |  | <u>(6)</u> | 11/18/2010            | Common<br>Stock | 14,750                 |
| Restricted<br>Stock<br>Units | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 5,227.09               |
| Stock<br>Units               | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 287.91                 |
| Restricted<br>Stock<br>Units | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 1,750                  |
| Stock<br>Units               | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 95                     |
| Restricted<br>Share<br>Units | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 4,325                  |
| Share<br>Units               | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 5,723.03               |
| Stock Unit                   | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 8,588.61<br><u>(8)</u> |
| Phantom<br>Stock<br>Units    | <u>(4)</u> |  | <u>(7)</u> | <u>(7)</u>            | Common<br>Stock | 5,881.99               |

# Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BROWN CHARLES S JR<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

# Signatures

|   |            |
|---|------------|
| Laurence L. Hickey, as attorney-in-fact for Charles S. Brown, Jr. | 12/03/2004 |
|---|------------|

|                                 |      |
|---------------------------------|------|
| **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) This amount represents the number of shares in the Eastman Kodak Employee's Savings and Investment Plan for the account of the 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) This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices. These shares were previously reported as units.
- (4) These units convert on a one-for-one basis.
- (5) These options have vested.
- (6) These options vest one-third on each of the first three anniversaries of the date of grant.
- (7) This date is not applicable to these units.
- (8) These units were credited to the reporting person's account as dividend equivalents.
- (9) Payment of withholding taxes.

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.