

EASTMAN KODAK CO
Form 4
February 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 *
COLLINS MARTHA LAYNE

(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)
02/18/2005

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)

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)
Common Stock				(A) or (D) Price	4,700 ⁽⁵⁾	D	

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)

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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	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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Option (right to buy) ⁽¹⁾	\$ 65.625							⁽³⁾	01/02/2010	Common Stock
Option (right to buy) ⁽¹⁾	\$ 38.7813							⁽³⁾	01/01/2011	Common Stock
Option (right to buy) ⁽¹⁾	\$ 29.1							⁽³⁾	01/01/2012	Common Stock
Option (right to buy) ⁽¹⁾	\$ 36.66							⁽³⁾	11/21/2012	Common Stock
Option (right to buy) ⁽¹⁾	\$ 24.49							⁽³⁾	11/18/2013	Common Stock
Option (right to buy)	\$ 31.71							⁽³⁾	12/09/2014	Common Stock
Phantom Stock Units	⁽²⁾	07/15/2004		J		118,569	⁽⁶⁾	⁽⁴⁾	⁽⁴⁾	Common Stock
Phantom Stock Units	⁽²⁾	12/12/2004		J		101,614	⁽⁶⁾	⁽⁴⁾	⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLINS MARTHA LAYNE 343 STATE STREET ROCHESTER, NY 14650			X	

Signatures

Laurence L. Hickey, as attorney in fact for Martha Layne Collins 02/18/2005

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

(2) These units convert on a one-for-one basis.

(3) These options vest one year after the date of grant.

(4) Phantom stock units do not have exercise dates or expiration dates.

(5) Some of these shares are restricted.

(6) These units were credited to the reporting person's account as dividend equivalents.

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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