

VANGRAAFEILAND GARY P
 Form 4
 February 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
 VANGRAAFEILAND GARY P

(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)
 02/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

GC, Senior 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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2005		F		867	D	\$ 34.83 (7)
Common Stock					46.413	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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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 31.3					(2) 02/14/2004	02/14/2004	common stock	5,067
Option (right to buy)	\$ 31.3					(2) 04/19/2005	04/19/2005	common stock	10,000
Option (right to buy)	\$ 31.3					(2) 03/28/2006	03/28/2006	common stock	9,200
Option (right to buy)	\$ 31.3					(2) 03/12/2007	03/12/2007	common stock	414
Option (right to buy)	\$ 31.3					(2) 04/03/2007	04/03/2007	common stock	9,600
Option (right to buy)	\$ 31.3					(2) 03/01/2008	03/01/2008	common stock	5,000
Option (right to buy)	\$ 31.3					(2) 03/12/2008	03/12/2008	common stock	289
Option (right to buy)	\$ 31.3					(2) 04/01/2008	04/01/2008	common stock	11,500
Option (right to buy)	\$ 31.3					(2) 03/11/2009	03/11/2009	common stock	593
Option (right to buy)	\$ 31.3					(2) 03/31/2009	03/31/2009	common stock	11,500
	\$ 31.3					(2) 03/29/2010	03/29/2010		15,333

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Option (right to buy)					common stock	
Option (right to buy)	\$ 31.3		11/16/2004	11/15/2011	common stock	23,000
Option (right to buy)	\$ 36.66		<u>(3)</u>	11/21/2012	common stock	28,750
Option (right to buy)	\$ 24.49		<u>(3)</u>	11/18/2010	common stock	14,750
Option (right to buy)	\$ 31.71		<u>(3)</u>	12/09/2011	Common Stock	14,750
Resticted Share Units <u>(6)</u>	<u>(4)</u>		<u>(5)</u>	<u>(5)</u>	common stock	205.55
Share Units	<u>(4)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	5,802.53
Resticted Stock Units	<u>(4)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	5,213.799

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANGRAAFEILAND GARY P 343 STATE STREET ROCHESTER, NY 14650			GC, Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Gary P. VanGraafeiland	02/09/2005
<u> </u> 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 the grant.
- (4) These units convert on a one-to-one basis.

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- (5) This date is not applicable to these units.
- (6) The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- (7) Payment of withholding taxes.

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