#### EASTMAN KODAK CO

Form 4

February 18, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEWIS DELANO E Issuer Symbol EASTMAN KODAK CO [EK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify EASTMAN KODAK 02/18/2005 below) COMPANY, 343 STATE STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ROCHESTER, NY 14650

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common  $1,700^{(2)}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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) (5)	\$ 43.99					(3)	07/24/2011	Common Stock	2,000
Option (right to buy) (5)	\$ 29.1					(3)	01/01/2012	Common Stock	2,000
Option (right to buy) (5)	\$ 36.66					(3)	11/21/2012	Common Stock	2,000
Option (right to buy) (5)	\$ 24.49					(3)	11/18/2013	Common Stock	2,000
Option (right to buy)	\$ 31.71					(3)	12/09/2014	Common Stock	1,500
Phantom Stock Units	<u>(4)</u>	07/15/2004		J	40.6018 (6)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,820.08
Phantom Stock Units	<u>(4)</u>	12/12/2004		J	34.7956 (6)	<u>(1)</u>	<u>(1)</u>	Common Stock	4,854.88

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other	
LEWIS DELANO E EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X				

# **Signatures**

Laurence L. Hickey, as attorney-in-fact for Delano E. Lewis	02/18/2005
**Signature of Reporting Person	Date

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# **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) Phantom stock units do not have exercise dates or expiration dates.
- (2) These shares are restricted.
- (3) The restrictions lapse on the first anniversary of the date of grant.
- (4) This award converts to common stock on a 1-for-1 basis.
- (5) Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.
- (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. 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.