

EASTMAN KODAK CO

Form 4

December 03, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/02/2004                              |                                                             | F                                       | 304 <sup>(9)</sup> D                                                    | \$<br>32.96                                                                                                        | 9,339 <sup>(1)</sup> D                                               |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 1,521.039 <sup>(2)</sup>                                                                                           | I                                                                    | By Trustee<br>in 401(k)                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 83.687 <sup>(3)</sup>                                                                                              | I                                                                    | By Trustee<br>of ESOP                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(                |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount or<br>Number of<br>Shares |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/09/2004                                                 | Common<br>Stock                                                     | 5,733                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 04/19/2005                                                 | Common<br>Stock                                                     | 5,867                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 10/12/2005                                                 | Common<br>Stock                                                     | 3,333                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/28/2006                                                 | Common<br>Stock                                                     | 7,353                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/12/2007                                                 | Common<br>Stock                                                     | 327                              |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 04/03/2007                                                 | Common<br>Stock                                                     | 7,308                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/01/2008                                                 | Common<br>Stock                                                     | 5,000                            |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/12/2008                                                 | Common<br>Stock                                                     | 209                              |
| Option<br>(right to<br>buy)                         | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 04/01/2008                                                 | Common<br>Stock                                                     | 9,000                            |
| Option<br>(right to                                 | \$ 31.3                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 03/11/2009                                                 | Common<br>Stock                                                     | 519                              |

|                              |            |            |                       |                 |                        |  |
|------------------------------|------------|------------|-----------------------|-----------------|------------------------|--|
| 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.  
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.