

EASTMAN KODAK CO
 Form 4
 May 16, 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 *
BERMAN ROBERT L

(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)
05/12/2005

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)
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)
Common Stock				(A) or (D) Price	18,052 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	23.282	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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SEC 1474 (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)	04/19/2005	common stock	2,065
Option (right to buy)	\$ 31.3					(2)	03/28/2006	common stock	1,842
Option (right to buy)	\$ 31.3					(2)	04/03/2007	common stock	2,360
Option (right to buy)	\$ 31.3					(2)	03/12/2008	common stock	98
Option (right to buy)	\$ 31.3					(2)	04/01/2008	common stock	3,250
Option (right to buy)	\$ 31.3					(2)	05/04/2008	common stock	1,200
Option (right to buy)	\$ 31.3					(2)	03/11/2009	common stock	256
Option (right to buy)	\$ 31.3					(2)	03/31/2009	common stock	2,751
Option (right to buy)	\$ 31.3					(2)	03/29/2010	common stock	4,934
Option (right to buy)	\$ 31.3					01/12/2004	01/11/2011	common stock	8,867
Option (right to buy)	\$ 31.3					11/16/2004	11/15/2011	common stock	13,300

buy)										
Option (right to buy)	\$ 31.3					(3)	08/25/2012	common stock	5,000	
Option (right to buy)	\$ 36.66					(3)	11/21/2012	common stock	19,125	
Option (right to buy)	\$ 24.49					(3)	11/18/2010	common stock	5,810	
Option (right to buy)	\$ 31.71					(3)	12/09/2011	Common Stock	5,810	
Option (right to buy)	\$ 26.46	05/12/2005	A	10,000		(3)	05/11/2012	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN ROBERT L 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Robert L.
Berman

05/16/2005

__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 grant.

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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