

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>MARCHETTO CARL A</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>EASTMAN KODAK CO [ EK ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><b>Senior Vice President</b>      |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/31/2003</u>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| 343 STATE STREET  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |  |  |  |
| (Street)<br><u>ROCHESTER NY 14650</u>                               |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)  |         |          |   |  |  |  |  |  |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 3,964 <sup>(1)</sup>  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 08/04/2006      | common stock  | 400  | 400  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 04/03/2007      | common stock  | 1,280                                      | 1,280  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 03/12/2008      | common stock  | 96   | 96   | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 03/29/2008      | common stock  | 1,500                                      | 1,500  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 04/01/2008      | common stock  | 1,750                                      | 1,750  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 07/20/2008      | common stock  | 1,667                                      | 1,667  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 03/11/2009      | common stock  | 256  | 256  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 03/31/2009      | common stock  | 4,751                                      | 4,751  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     | (2)  | 03/29/2010      | common stock  | 8,067                                      | 8,067  | D   |  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     |  | 01/12/2004      | 01/11/2011  | common stock                               | 12,667   | 12,667  | D  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     |  | 02/09/2004      | 02/08/2011  | common stock                               | 6,667  | 6,667   | D  |       |
| Option (right to buy)                      | \$31.3   |                                      |  |                                |   |  |     |  | 11/16/2004      | 11/15/2011  | common stock                               | 19,600   | 19,600  | D  |       |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------------------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)               | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Option (right to buy)                      | \$36.66  |                                      |  |                                |   |  |                   | (3)  | 11/21/2012      | common stock  | 15,750                                     | 15,750   | D   |  |
| Option (right to buy)                      | \$24.49  |                                      |  |                                |   |  |                   | (3)  | 11/18/2010      | common stock  | 8,100                                      | 8,100  | D   |  |
| Restricted Stock Units                     | (4)  | 12/31/2003                           |  | F                              |   |  | 64 <sup>(7)</sup> | (5)  | (5)             | common stock  | 64   | \$25.64  | 4,350   | D  |
| Stock Units                                | (4)  |                                      |  |                                |   |  |                   | (6)  | (6)             | common stock  | 47.27                                      |  | 195.28  | D  |

**Explanation of Responses:**

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.
4. These units convert on a one-for-one basis.
5. This date is not applicable to restricted units.
6. This date is not applicable to stock units.
7. Payment of FICA taxes.

**Remarks:**

James M. Quinn, as attorney-  
in-fact for Carl A. Marchetto      01/05/2004

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**