

Securities and Exchange Commission  
Washington, D. C. 20549

Schedule 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)

Eastman Kodak Company  
Common Stock  
CUSIP Number 277461109

Date of Event Which Requires Filing of this Statement: October 31, 2003

CUSIP No. 277461109

- 1) Name of reporting person:  
Legg Mason, Inc.  
Tax Identification No.:  
52-1200960
- 2) Check the appropriate box if a member of a group:  
a) n/a  
b) n/a
- 3) SEC use only
- 4) Place of organization:  
Maryland

Number of shares beneficially owned by each reporting person with:

- 5) Sole voting power: - 0 -
- 6) Shared voting power: 28,726,729
- 7) Sole dispositive power: - 0 -
- 8) Shared dispositive power: 28,726,729
- 9) Aggregate amount beneficially owned by each reporting person:  
28,726,729
- 10) Check if the aggregate amount in row (9) excludes certain shares:  
n/a
- 11) Percent of class represented by amount in row (9):  
10.02%
- 12) Type of reporting person:  
HC, CO

---

Item 1a) Name of issuer:  
Eastman Kodak Company

Item 1b) Address of issuer's principal executive offices:  
343 State Street  
Rochester, NY 14650

Item 2a) Name of person filing:  
Legg Mason, Inc.

Item 2b) Address of principal business office:  
100 Light Street  
Baltimore, MD 21202

Item 2c) Citizenship:  
Maryland Corporation

Item 2d) Title of class of securities:  
Common Stock

Item 2e) CUSIP number: 277461109

- Item 3) If this statement is filed pursuant to Rule 13d-1(b),  
or 13d-2(b), check whether the person filing is a:
- (a)  [ ] Broker or dealer under Section 15 of the Act.
  - (b)  [ ] Bank as defined in Section 3(a) (6) of the Act.
  - (c)  [ ] Insurance Company as defined in Section 3(a) (6) of  
the Act.
  - (d)  [ ] Investment Company registered under Section 8 of the  
Investment Company Act.
  - (e)  [ ] Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940.
  - (f)  [ ] Employee Benefit Plan, Pension Fund which is subject  
to ERISA of 1974 or Endowment Fund; see

- 240.13d-1(b)(ii)(F).  
 (g) [ X ] Parent holding company, in accordance with  
 240.13d-1(b)(ii)(G).  
 (h) [ ] Group, in accordance with 240.13d-1(b)(1)(ii)(H).

Item 4) Ownership:

- (a) Amount beneficially owned: 28,726,729  
 (b) Percent of Class: 10.02%  
 (c) Number of shares as to which such person has:  
 (i) sole power to vote or to direct the vote:  
 - 0 -  
 (ii) shared power to vote or to direct the vote:  
 28,726,729  
 (iii) sole power to dispose or to direct the disposition of:  
 - 0 -  
 (iv) shared power to dispose or to direct the disposition of:  
 28,726,729

Item 5) Ownership of Five Percent or less of a class:  
 n/a

Item 6) Ownership of more than Five Percent on behalf of another  
 person:

Various accounts managed by the investment advisory  
 subsidiaries described in Item 7 have the right to  
 receive or the power to direct the receipt of  
 dividends from, or the proceeds from the sale of  
 shares of Eastman Kodak Company.

Accounts managed by Legg Mason Funds Management,  
 Inc., in the aggregate, have the right to receive or  
 the power to direct the receipt of dividends from,  
 or the proceeds from the sale of 18,761,225 shares,  
 or 6.55% of the total shares outstanding of Eastman  
 Kodak Company.

Item 7) Identification and classification of the subsidiary which  
 acquired the security being reported on by the parent  
 holding company:

Barrett Associates, Inc., investment adviser  
 Bartlett & Co., investment adviser  
 Bingham Legg Advisers LLC, investment adviser  
 Brandywine Asset Management, LLC, investment  
 adviser  
 Legg Mason Canada Inc., investment adviser  
 Legg Mason Funds Management, Inc., investment adviser  
 Legg Mason Capital Management, Inc., investment  
 adviser  
 Legg Mason Trust, fsb, investment adviser  
 Legg Mason Wood Walker, Inc., investment adviser  
 and broker/dealer with discretion

Item 8) Identification and classification of members of the group:  
 n/a

Item 9) Notice of dissolution of group:  
 n/a

Item 10) Certification:

By signing below I certify that, to the best of my  
 knowledge and belief, the securities referred to above were acquired  
 and are held in the ordinary course of business and were not acquired  
 and are not held for the purpose of or with the effect of changing or  
 influencing the control of the issuer of the securities and were not  
 acquired and are not held in connection with or as a participant in  
 any transaction having that purpose or effect.

Signature  
 -----

After reasonable inquiry and to the best of my  
 knowledge and belief, I certify that the information set forth in this  
 statement is true, complete and correct.

-----  
 Date - November 12, 2003

By \_\_\_\_\_  
Timothy C. Scheve, Sr. Ex. Vice President

Joint Filing Agreement  
-----

Each party signing below agrees that this statement is submitted as a joint filing on behalf of the undersigned.

Legg Mason, Inc.

By \_\_\_\_\_  
Timothy C. Scheve, Sr. Ex. Vice President

Legg Mason Funds Management, Inc.

By \_\_\_\_\_  
Jennifer Murphy, Sr. Vice President