

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>BROWN CHARLES S JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ EK ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/16/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
343 STATE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>ROCHESTER NY 14650</b>								
(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									9,339 <sup>(1)</sup>	D	
Common Stock									1,521.039 <sup>(2)</sup>	I	By Trustee in 401(k)
Common Stock									83.687 <sup>(3)</sup>	I	By Trustee of ESOP

**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	Amount or Number of Shares				
Option (right to buy)	\$31.3							(5)	03/09/2004	Common Stock	5,733		5,733	D	
Option (right to buy)	\$31.3							(5)	04/19/2005	Common Stock	5,867		5,867	D	
Option (right to buy)	\$31.3							(5)	10/12/2005	Common Stock	3,333		3,333	D	
Option (right to buy)	\$31.3							(5)	03/28/2006	Common Stock	7,353		7,353	D	
Option (right to buy)	\$31.3							(5)	03/12/2007	Common Stock	327		327	D	
Option (right to buy)	\$31.3							(5)	04/03/2007	Common Stock	7,308		7,308	D	
Option (right to buy)	\$31.3							(5)	03/01/2008	Common Stock	5,000		5,000	D	
Option (right to buy)	\$31.3							(5)	03/12/2008	Common Stock	209		209	D	
Option (right to buy)	\$24.49							(6)	11/18/2010	Common Stock	14,750		14,750	D	
Option (right to buy)	\$31.3							(5)	04/01/2008	Common Stock	9,000		9,000	D	
Option (right to buy)	\$31.3							(5)	03/11/2009	Common Stock	519		519	D	
Option (right to buy)	\$31.3							(5)	03/31/2009	Common Stock	10,500		10,500	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	Amount or Number of Shares				
Option (right to buy)	\$31.3							(5)	03/29/2010	Common Stock	16,667		16,667	D	
Option (right to buy)	\$31.3							(5)	04/12/2010	Common Stock	5,000		5,000	D	
Option (right to buy)	\$31.3							05/24/2004	05/23/2011	Common Stock	3,333		3,333	D	
Option (right to buy)	\$31.3							11/16/2004	11/15/2011	Common Stock	32,200		32,200	D	
Option (right to buy)	\$36.66							(6)	11/21/2012	Common Stock	32,200		32,200	D	
Option (right to buy)	\$31.71							(6)	12/09/2011	Common Stock	16,750		16,750	D	
Stock Units	(4)							(7)	(7)	Common Stock	5,227.09		5,227.09	D	
Stock Units	(4)							(7)	(7)	Common Stock	331.82		331.82	D	
Restricted Stock Units	(4)							(7)	(7)	Common Stock	1,737.31		1,737.31	D	
Stock Units	(4)							(7)	(7)	Common Stock	109.49		109.49	D	
Restricted Share Units	(4)	01/16/2005			F		201.35 <sup>(8)</sup>	(7)	(7)	Common Stock	201.35	\$31.52	4,123.65	D	
Share Units	(4)							(7)	(7)	Common Stock	5,802.53		5,802.53	D	
Stock Unit	(4)							(7)	(7)	Common Stock	8,656.99		8,656.99	D	
Phantom Stock Units	(4)							(7)	(7)	Common Stock	5,928.82		5,928.82	D	

**Explanation of Responses:**

- 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.
- 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.
- These units convert on a one-for-one basis.
- These options have vested.
- These options vest one-third on each of the first three anniversaries of the date of grant.
- This date is not applicable to these units.
- Payment of FICA taxes.

**Remarks:**

Laurence L. Hickey, as attorney- 01/18/2005  
in-fact for Charles S. Brown, Jr.

\*\* 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.

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