

As filed with the Securities and Exchange Commission on February 19, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)
Of the Securities Exchange Act of 1934
(AMENDMENT NO. 5)

EASTMAN KODAK COMPANY
(Name of Subject Company - - Issuer)

EASTMAN KODAK COMPANY
(Name of Filing Person - - Offeror)

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$2.50 PER SHARE,
ISSUED UNDER THE EASTMAN KODAK COMPANY 1990 OMNIBUS LONG-TERM COMPENSATION
PLAN, THE EASTMAN KODAK COMPANY 1995 OMNIBUS LONG-TERM COMPENSATION PLAN, THE
KODAK STOCK OPTION PLAN, THE WAGE DIVIDEND PLAN AND THE 2000 OMNIBUS LONG-TERM
COMPENSATION PLAN
(Title of Class of Securities)

JOYCE P. HAAG
SECRETARY
LAURENCE L. HICKEY
ASSISTANT SECRETARY
EASTMAN KODAK COMPANY
ROCHESTER, NEW YORK 14650 - 0218
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(Name, address and telephone number of person authorized to receive
notices and communications on behalf of Filing Person)

COPIES TO:
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CHECK THE APPROPRIATE BOXES BELOW TO DESIGNATE ANY TRANSACTIONS TO WHICH THE
STATEMENT RELATES:

/ / Third-party tender offer subject to Rule 14d-1.
/X / Issuer tender offer subject to Rule 13e-4.
/ / Going-private transaction subject to Rule 13e-3.
/ / Amendment to Schedule 13D under Rule 13d-2.

CHECK THE FOLLOWING BOX IF THE FILING IS A FINAL AMENDMENT REPORTING THE RESULTS
OF THE TENDER OFFER: / /

This Amendment No. 5 amends and supplements the Tender Offer Statement
of Eastman Kodak Company ("Kodak") on Schedule TO, filed with the Securities and
Exchange Commission on January 18, 2002) and amended by Amendment Nos. 1, 2, 3
and 4 (the "Tender Offer Statement"), relating to the offer by Kodak to exchange
outstanding employee stock options to purchase common stock, par value \$2.50 per
share, issued under the Eastman Kodak Company 1990 Omnibus Long-Term
Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation
Plan, the Kodak Stock Option Plan, the Wage Dividend Plan and the 2000 Omnibus
Long-Term Compensation Plan, upon the terms and subject to the conditions set
forth in the Offer to Exchange, dated January 28, 2002, as amended hereby.

The Offer is amended to add as an exhibit an e-mail message reminding
eligible employees of the approaching Expiration Date of the Offer.

Item 12. EXHIBITS.

Item 12 to Kodak's Schedule T0 is hereby amended to add the following Exhibit, which is filed with this Amendment No. 5 to Schedule T0:

99.14 (a)(1) Form of e-mail message sent by Kodak to Eligible Employees on February 18, 2002.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this Amendment No. 5 to Schedule T0 is true, complete and correct.

EASTMAN KODAK COMPANY

By: /s/ Joyce P. Haag

Joyce P. Haag
Secretary

Form of e-mail sent to Eligible Employees on February 18, 2001

Sent by: WW Total Compensation

To:
cc:
Subject: Last week to elect to participate in the Stock Option Exchange Program

Message Content:

If you wish to participate in the Stock Option Exchange Program, this Friday is the deadline for making an election. If you do not make an election prior to the close of the election period - 11:59 p.m. Eastern Time (U.S.) on February 22, 2002 - you will not be allowed to participate in the program.

Due to the short amount of time remaining, if you want to participate in the program, we strongly recommend that you use the Stock Option Exchange web site or Fax. If you mail your election form this week, there is no guarantee that your form will be received by February 22. Remember, it is date received at Kodak, not the postmark date.

Election forms received after February 22 will NOT be accepted!

Questions? If you have questions, be sure to call the Hotline before 5:00 p.m. Eastern Time (U.S.) on February 22. Representatives will not be available after that time.

Remember, if you do NOT want to participate in the program, you do not need to make an election. No response from you will mean that your current options remain in effect under the original terms and conditions of those options.
