

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <b>MASSON BERNARD</b>  (Last) (First) (Middle) <b>343 STATE STREET</b>  (Street) <b>ROCHESTER NY 14650</b>  (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/17/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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)	\$36.66							(1)	11/21/2012	common stock	23,000		23,000	D	
Option (right to buy)	\$24.49							(1)	11/18/2010	common stock	14,400		14,400	D	
Restricted Stock Units <sup>(4)</sup>	(2)							(3)	(3)	common stock	20,000		20,000	D	
Stock Units	(2)							(3)	(3)	common stock	207.12		207.12	D	
Stock Unit	(2)	02/17/2004		A		8,614 <sup>(5)</sup>		(5)	(6)	Common Stock	8,614	\$29.02	8,614	D	
Stock Unit	(2)	02/17/2004		F			124.9 <sup>(7)</sup>	(3)	(3)	Common Stock	124.9	\$29.02	8,489.1	D	

**Explanation of Responses:**

- These options vest one-third on each of the first three anniversaries of the date of grant.
- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.
- These units represent stock awarded under the Eastman Kodak Company 2000 Omnibus Long-Term Compensation Plan and deferred under that Plan as stock units. The units are entitled to dividend equivalents on each dividend payment date.
- Deferred awards will be paid out on the date or dates selected by the Issuer.
- Payment of FICA taxes.

**Remarks:**

James M. Quinn, as attorney-in-fact for Bernard Masson 02/18/2004

\*\* 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.