

As filed with the Securities and Exchange Commission on February 7, 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. 4)

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. 4 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 and
3 filed on January 28, 2002 (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.

Item 4. TERMS OF THE TRANSACTION.

(a) The description of the terms of the Offer set forth in the Offer to Exchange in the introductory language under the heading "Cancellation Date" to add the following sentences at the end of that section:

If Current Options are not accepted in the Offer by March 26, 2002, you may once again withdraw your tender.

The description of the terms of the Offer set forth in the Offer to Exchange under the headings "Summary of Terms - 37. Can I change my Election" and "The Offer - 5. Withdrawal Rights" are hereby amended to add the following sentence at the end of each of those sections:

In addition, if Current Options are properly tendered but for whatever reason Kodak is unable to accept the tender by March 26, 2002, you may withdraw your tender of the Current Options on or after that date.

The description of the Terms of the Offer set forth in the Offer to Exchange under the heading "The Offer - 6. Acceptance of Current Options for Exchange and Issuance of New Options" is hereby amended to delete from the first sentence the clause "as promptly as possible" and to replace that phrase with the work "promptly."

Item 10. FINANCIAL STATEMENTS.

The description of the terms of the Offer set forth in the Offer to Exchange under the heading "Summary - 41. How Should I Decide Whether or Not to Participate" is amended to add the following sentence at the end of that section:

You should read all the information provided to you in the Offer, including certain financial and other information described under the heading "The Offer - 75. Additional Information."

The description of the terms of the Offer set forth in the Offer to Exchange under the heading "The Offer - 75. Additional Information" is amended to add the following sentence at the end of the second paragraph:

In addition, you should review any amendments to our Schedule T0 and the Offer filed with the SEC, including among other things, the Summary Financial Statements filed with Amendment No. 4 to the Schedule T0 and delivered to you as an Amendment to the Offer to Exchange.

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. 4 to Schedule T0:

- 99.13 (a)(1) Amendment, dated February 7, 2002, to Eastman Kodak Company Stock Option Exchange Program Tender Offer Statement, dated January 28, 2002
- 99.14 (a)(5) Text of e-mail message sent by Kodak to Eligible Employees on February 7, 2002

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this Amendment No. 4 to Schedule T0 is true, complete and correct.

EASTMAN KODAK COMPANY

By: /s/ Joyce P. Haag

Joyce P. Haag
Secretary

We are required by the rules of the United States Securities and Exchange Commission to furnish the following financial information to you along with the Stock Option Exchange Tender Offer Statement.

KODAK
[GRAPHIC OMITTED] I. AMENDMENT TO EASTMAN KODAK COMPANY
STOCK OPTION EXCHANGE PROGRAM TENDER OFFER STATEMENT,
DATED JANUARY 28, 2002

February 7, 2002

TO: Kodak Stock Option Exchange Program Participants

In this Amendment to the Eastman Kodak Company Stock Option Exchange Program Tender Offer Statement ("Offer to Exchange"), dated January 28, 2002, we are providing additional information for Eligible Employees, which they should consider with the Offer in deciding whether to tender their Current Options in the Offer. We are using capitalized terms in this Amendment with the same meaning as in the Offer to Exchange. Participation in the Offer is voluntary. Eligible Employees who wish to participate must tender their Current Options no later than February 22, 2002, unless Kodak extends the Offer. Eligible Employees who have elected to participate may exercise their withdrawal rights until the same date.

The following summary financial information is derived from Kodak's audited financial statements for the years ended December 31, 2000 and 1999 and from Kodak's unaudited financial statements for the nine months ended September 30, 2001. Eligible Employees should refer to the full financial statements and the notes to financial statements, which are incorporated in the Offer to Exchange. Section 75, "Additional Information" explains how to find these documents at the Securities and Exchange Commission, including on their website at www.sec.gov. In addition, we will provide this information without charge to each person to whom a copy of this Amendment and the Offer to Exchange is delivered on written or oral request made to the addresses and telephone numbers set forth below.

SUMMARY FINANCIAL INFORMATION
(DOLLARS IN MILLIONS, EXCEPT PER SHARE DATA)

	SEPT. 30, 2001 -----	YEAR ENDED DECEMBER 31			
		2000	1999		
Current assets	\$ 5,253	\$ 5,491	\$ 5,444		
Noncurrent assets	8,657	8,721	8,926		
Current liabilities	5,389	6,215	5,769		
Noncurrent liabilities	5,206	4,569	4,689		
Book value per share	\$ 11.39				
		NINE MONTHS ENDED SEPTEMBER 30		YEAR ENDED DECEMBER 31	
		2001	2000	2000	1999
Sales		\$ 9,875	\$10,434	\$ 13,994	\$14,089
Gross profit		3,537	4,403	5,975	6,102
Income from continuing operations before extraordinary items and cumulative effect of a change in accounting principle		282	1,213	1,407	1,392
Net income		\$ 282	\$ 1,213	\$ 1,407	\$ 1,392
Earnings per share from continuing operations - Basic		\$ 0.97	\$ 3.93	\$ 4.62	\$ 4.38

Earnings per share from continuing operations - Diluted	\$	0.97	\$	3.91	\$	4.59	\$	4.33
Net earnings per share - Basic	\$	0.97	\$	3.93	\$	4.62	\$	4.38
Net earnings per share - Diluted	\$	0.97	\$	3.91	\$	4.59	\$	4.33

See full financial statements and notes to financial statements referred to above.

THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 11:59 P.M. EASTERN TIME (U.S.) ON FEBRUARY 22, 2002 UNLESS THE OFFER IS EXTENDED BY EASTMAN KODAK COMPANY

Any questions or requests for assistance or additional copies of any documents referred to in the Offer may be directed to:

Eastman Kodak Company
Attention: Stock Option Exchange
Hotline
343 State Street
Rochester, NY 14650-1112 U.S.A.

Telephone: Inside Kodak, Knet 224-4503
Toll-Free (US & Canada), 1-866-854-7887
Long Distance, 1-585-724-4503

[Form of e-mail message to Eligible Employees February 7, 2002]

By now you should have received your Stock Option Exchange Program election package and PIN letters. If you have not received your package, please call the Stock Option Exchange Hotline at the numbers listed below as soon as possible to request a new package and/or PIN. To allow for delivery time, you should call the Hotline no later than February 15 to request a new package. If you wish to participate in the program and you do not make an election prior to the close of the election period - February 22, 2002 - you will not be allowed to participate in the program.

There will be no extension of the deadline
for employees who do not receive their package!

If you have access to the Stock Option Exchange web site, you can make an election without receiving a package. Using your 5-digit PIN, you can use the Stock Option Exchange web site to access your personalized stock option information, make an election on the web site, or print out another election form. If you have lost, or never received, your PIN, you can call the Hotline to get your PIN. You can also access the Stock Option Exchange Program Summary Guide on the Stock Option Exchange web site without a PIN, but you cannot make an election, access the personalized calculator or print a new election form without the PIN.

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.

Stock Option Exchange Program Resources

The Stock Option Exchange Program Web Site and the Stock Option Exchange Hotline will be available throughout the election period.

- o Stock Option Exchange Program Web Site
- o On Kodak's intranet at: hrglobalid.kodak.com
- o On the Internet at: www.soep.kodak.com
 - This site is available in 10 different languages

- o Stock Option Exchange Hotline
- o Inside Kodak, KNET: 224-4503
- o Toll-Free (U.S. & Canada): 1-866-854-7887
- o Long-Distance:* 1-585-724-4503
 - *Use of this number will incur long-distance charges
 - Translation services will be available.
 - Hours
 - Monday, Tuesday & Wednesday
 - 9:00 a.m.- 8:00 p.m., Eastern Time (U.S.)
 - Thursday & Friday
 - 9:00 a.m.- 5:00 p.m., Eastern Time (U.S.)

Translation services are available on the Stock Option Exchange Hotline, and we'd love to hear from you!

We welcome calls from all countries and have over 140 languages that we can help with. We look forward to assisting all Kodak employees worldwide. There is access to these translation services during all the hours our Hotline is open.