

As filed with the Securities and Exchange Commission on February 26, 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. 6 - Final Amendment)

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: / X /

This Amendment No. 6 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 4
and 5 (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.

The Offer expired on February 22, 2002. Kodak has accepted for exchange

Current Options to purchase approximately 25,728,667 shares of Common Stock.

Item 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule T0 is hereby amended and supplemented to add the following:

The Offer under the Kodak Tender Offer Exchange Program expired at 11:59 P.M. Eastern time (U.S.) on February 22, 2002. Pursuant to the Offer, we accepted for exchange Current Options to acquire approximately 25,728,667 shares of Common Stock. On the terms and conditions set forth in the Offer, we will grant New Options on or about August 26, 2002 (the first business day at least six months and one day from the Expiration Date). The New Options will be issued with a grant, or exercise price, equal to the mean between the high and low trading price of the Kodak Comon Stock on the New York Stock Exchange on the date the New Options are granted (or as modified to comply with local laws for New Options granted outside the United States) and otherwise subject to the terms and conditions 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. 6 to Schedule T0:

99.16 (a)(1) Notice to employees included in "You and Kodak News", a regular benefits publication to employees.

99.17 (a)(1) Press Release, dated February 26, 2002 announcing consummation of the Offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this Amendment No. 6 to Schedule T0 is true, complete and correct.

February 26, 2002

EASTMAN KODAK COMPANY

By: /s/ Joyce P. Haag

Joyce P. Haag
Secretary

Notice to employees included in You and Kodak News, a regular benefits publication to employees.

Stock Option Exchange Program
Election Deadline:

11:59 p.m., Eastern Time (U.S.)
on February 22, 2002

If you want to participate in the Exchange Program, you must do so by February 22nd. Elections received after this date will not be accepted.

If you do not want to participate, simply do nothing and you will keep your current options at their current grant prices.

STOCK OPTION EXCHANGE PROGRAM RESOURCES

Stock Option Exchange Program Web Site

- o On Kodak's Intranet at: hrglobalid.kodak.com
- o On the Internet at: www.soep.kodak.com

Available 24-hours a day, 7-days a week, in 10 languages. Easy-to-use site contains:

- o complete details and election materials, and lets you elect online (ideal for last minute elections!)
- o an Exchange Calculator that lets you compare the estimated value of your current options with the new options

Stock Option Exchange Hotline

- o Inside Kodak, KNET: 224-4503
- o Toll-Free (U.S. & Canada): 1-866-854-7887

Translation services 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.)

Kodak Announces Expiration of its Option Exchange Program for Employees

ROCHESTER, N.Y., February 26, 2002 - Eastman Kodak Company announced today that the offer under its employee stock option tender offer exchange program expired at 11:59 P.M. Eastern time (U.S.) on February 22, 2002. The outstanding current options properly tendered for exchange by eligible employees have been accepted. Pursuant to the offer, eligible employees tendered for exchange outstanding current options to acquire approximately 25,728,667 shares of Common Stock. On the terms and conditions set forth in the offer, Kodak will grant new options to those eligible employees on or about August 26, 2002 (the first business day at least six months and one day from the Expiration Date). The new options will be issued with a grant (exercise) price equal to the mean between the high and low trading price of the Kodak Common Stock on the New York Stock Exchange on the date the new options are granted (or as modified to comply with local laws for new options granted outside the United States) and otherwise subject to the terms and conditions of the Offer.

The option exchange program applied to all outstanding options held by eligible employees, including the two all-employees grants made in 1998 and 2000, with respective grant prices of \$65.91 and \$53.94. The five highest-ranking officers of the company are excluded from participating in the exchange program.

The program is structured to comply with the Financial Standards Accounting Board guidelines in order to achieve the same accounting treatment as the original option grants.

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Editor's Note: For additional information about Kodak, visit our web site on the Internet at: www.kodak.com/