

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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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* <u>MORLEY MICHAEL P</u> (Last) (First) (Middle) (Street) (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [EK]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Executive Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2003</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/12/2002</u> | | |

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 |
| restricted stock units ⁽¹⁾ | 0 | 12/02/2002 | | A | | 5,000 ⁽²⁾ | | 08/08/1988 ⁽²⁾ | 08/08/1988 ⁽²⁾ | common stock | 5,000 | \$37.24 | 5,000 ⁽³⁾ | D | |

Explanation of Responses:

- These shares were incorrectly reported in a Form 4 filed on 12/03/02 as restricted stock in Table I. Since the reporting person elected to defer these shares, they should have been reported as restricted stock units in Table II, and an amended Form 4 was filed on 06/12/03 in an attempt to reflect the correct treatment. However, the 06/12/03 Form 4 incorrectly attempted to rectify the situation by showing the disposition of 5,000 shares of restricted stock and the acquisition of 5,000 restricted stock units. The current 06/16/03 filing correctly reflects the grant of 5,000 restricted stock units on 12/02/02, and should be viewed as totally amending the 12/03/02 and 06/12/03 Form 4s for the reporting individual.
- These units represent restricted stock units which vest 50% after 2 years, with the balance vesting after 4 years.
- As of the date of the original Form 4 filing on 12/03/02, the reporting person also had 5,109,8520 restricted stock units pursuant to the 1995-1996 cycle of the Performance Stock Program under the 1995 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3, as well as 19,163,4170 restricted stock units pursuant to the 1993-1995 cycle of the Performance Stock Program under the 1990 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3, and 11,052,0200 restricted stock units under a 2001 Shareownership Requirement restricted stock award with restrictions lapsing on 50% of the units on the second anniversary of the date of grant, and on the remainder, on the fourth anniversary of the date of grant.

James M. Quinn, as attorney-in-fact, for Michael P. Morley 06/16/2003

** 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.