

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

| OMB APPROVAL | |
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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * <u>Hellyar Mary Jane</u> (Last) (First) (Middle) 343 STATE STREET (Street) ROCHESTER NY 14650 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2005 | |
| 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 | | | |
| Common Stock | | | | | | | | 19,836 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 23.6967 | I | by Trustee of ESOP |
| Common Stock | | | | | | | | 42 | I | Shares held by spouse |

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 | | | | | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/19/2005 | Common Stock | 1,287 | 1,287 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/28/2006 | Common Stock | 1,840 | 1,840 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/03/2007 | Common Stock | 3,000 | 3,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2006 | Common Stock | 95 | 95 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/31/2008 | Common Stock | 3,000 | 3,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/01/2006 | Common Stock | 3,750 | 3,750 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/11/2009 | Common Stock | 273 | 273 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/31/2009 | Common Stock | 3,750 | 3,750 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 05/02/2009 | Common Stock | 2,000 | 2,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/29/2009 | Common Stock | 8,000 | 8,000 | D | |

**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) | \$31.3 | | | | | | | (2) | 01/11/2011 | Common Stock | 6,333 | | 6,333 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 11/15/2011 | Common Stock | 13,800 | | 13,800 | D | |
| Option (right to buy) | \$36.66 | | | | | | | (3) | 11/21/2012 | Common Stock | 16,830 | | 16,830 | D | |
| Option (right to buy) | \$24.49 | | | | | | | (3) | 11/18/2010 | Common Stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$31.71 | | | | | | | (3) | 12/09/2011 | Common Stock | 5,000 | | 5,000 | D | |
| Option (right to buy) | \$31.52 | | | | | | | (3) | 01/16/2012 | Common Stock | 10,000 | | 10,000 | D | |
| Option (right to buy) | \$26.47 | 06/01/2005 | | A | | 50,000 | | (3) | 05/31/2012 | Common Stock | 50,000 | \$26.47 | 50,000 | D | |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 04/01/2008 | Common Stock | 67 | | 67 | I | Options held by spouse |
| Option (right to buy) | \$31.3 | | | | | | | (2) | 03/12/2010 | Common Stock | 67 | | 67 | I | Options held by spouse |

Explanation of Responses:

1. Some of these shares are restricted.
2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the grant date.

Remarks:

Laurence L. Hickey, as
attorney-in-fact for Mary Jane 06/03/2005
Hellyar

** 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.

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