

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>MORLEY MICHAEL P</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>CAO, Exec. 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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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								3,254	D	
Common Stock								83.687 <sup>(1)</sup>	I	By Trustee in ESOP

**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)	\$42.938							(2)	02/14/2004	common stock	8,800		8,800	D		
Option (right to buy)	\$46.5							(2)	06/09/2004	common stock	10,000		10,000	D		
Option (right to buy)	\$56.313							(2)	04/19/2005	common stock	19,500		19,500	D		
Option (right to buy)	\$71.813							(2)	03/28/2006	common stock	23,000		23,000	D		
Option (right to buy)	\$90.438							(2)	03/12/2007	common stock	1,277		1,277	D		
Option (right to buy)	\$74.313							(2)	04/03/2007	common stock	25,000		25,000	D		
Option (right to buy)	\$66.656							(2)	03/01/2008	common stock	20,000		20,000	D		
Option (right to buy)	\$61.594							(2)	03/12/2008	common stock	582		582	D		
Option (right to buy)	\$65.906							(2)	04/01/2008	common stock	23,000		23,000	D		
Option (right to buy)	\$66.75							(2)	03/11/2009	common stock	1,208		1,208	D		
Option (right to buy)	\$63.875							(2)	03/31/2009	common stock	23,000		23,000	D		
Option (right to buy)	\$75.563							(2)	10/06/2009	common stock	50,000		50,000	D		
Option (right to buy)	\$55.1875							(2)	03/29/2010	common stock	23,000		23,000	D		
Option (right to buy)	\$39.75							(2)	10/24/2004	10/23/2010	common stock	50,000		50,000	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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$29.31							11/16/2004	11/15/2011	common stock	42,000		42,000	D	
Option (right to buy)	\$36.66							(3)	11/21/2012	common stock	35,000		35,000	D	
Option (right to buy)	\$24.49							(3)	11/18/2010	common stock	14,400		14,400	D	
Restricted Stock Units	(4)							(5)	(5)	common stock	5,891.32		5,891.32	D	
Stock Units	(4)							(5)	(5)	common stock	264.48		264.48	D	
Restricted Stock Units	(4)							(5)	(5)	common stock	5,000		5,000	D	
Stock Units	(4)							(5)	(5)	common stock	221.21		221.21	D	
Restricted Share Units	(4)							(5)	(5)	common stock	5,265		5,265	D	
Share Units	(4)							(5)	(5)	common stock	6,849.48		6,849.48	D	
Restricted Stock Units	(4)							(5)	(5)	common stock	20,907.84		20,907.84	D	
Restricted Stock Units	(4)							(5)	(5)	common stock	5,573.63		5,573.63	D	
Stock Unit	(4)	02/17/2004		A		9,763 <sup>(7)</sup>		(7)	(8)	Common Stock	9,763	\$29.02	9,763	D	
Stock Unit	(4)	02/17/2004		F		141.56 <sup>(6)</sup>		(5)	(5)	Common Stock	141.56	\$29.02	9,621.44	D	

**Explanation of Responses:**

1. This amount represents the number of shares in the Kodak Employee Stock Ownership Plan for the account of the reporting person. These shares were acquired by the trustee over a period of time at current market prices.
2. These options have vested.
3. These options vest one-third on each of the first three anniversaries of the date of grant.
4. These units convert on a one-to-one basis.
5. This date is not applicable to these units.
6. Payment of FICA taxes.
7. 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.
8. Deferred awards will be paid out on the date or dates selected by the Issuer.

**Remarks:**

James M. Quinn, as attorney-in-fact for Michael P. Morley      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.

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