

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <b>BROWN CHARLES S JR</b>			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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2003</b>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>343 STATE STREET</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>ROCHESTER NY 14650</b>								
(City) (State) (Zip)								

**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	Amount or Number of Shares				
Restricted Stock Units <sup>(5)</sup>	(1)							(2)	(2)	common stock	5,304		5,304	D	
Stock Units	(1)	07/16/2003		J	V	177.86 <sup>(3)</sup>		(2)	(2)	common stock	177.86	\$26.45	177.86	D	
Stock Units	(1)	12/12/2003		J	V	56.8		(2)	(2)	common stock	56.8	\$23.79	234.66	D	
Restricted Stock Units <sup>(5)</sup>	(1)							(2)	(2)	common stock	1,750		1,750	D	
Stock Units	(1)	07/16/2003		J	V	58.69 <sup>(3)</sup>		(2)	(2)	common stock	58.68	\$26.45	58.68	D	
Stock Units	(1)	12/12/2003		J	V	18.74 <sup>(3)</sup>		(2)	(2)	common stock	18.74	\$23.79	77.43	D	
Restricted Share Units	(1)	12/13/2002		J	V	227.99 <sup>(3)</sup>		(2)	(2)	common stock	227.99	\$36.955	9,589.44	D	
Restricted Share Units <sup>(5)</sup>	(1)							(2)	(2)	common stock	4,325		4,325	D	
Share Units	(1)	01/16/2003		F	V		62.71 <sup>(4)</sup>	(2)	(2)	common stock	62.71	\$39.14	5,201.73	D	
Share Units	(1)	07/16/2003		J	V	322.03 <sup>(3)</sup>		(2)	(2)	common stock	322.03	\$26.45	5,523.76	D	
Share Units	(1)	12/12/2003		J	V	102.84 <sup>(3)</sup>		(2)	(2)	common stock	102.84	\$23.79	5,626.61	D	
Phantom Stock Units	(1)	12/13/2002		J	V	132.54 <sup>(3)</sup>		(2)	(2)	common stock	132.54	\$36.96	5,574.87	D	
Phantom Stock Units	(1)	07/16/2003		J	V	189.74 <sup>(3)</sup>		(2)	(2)	common stock	189.74	\$26.45	5,764.61	D	
Phantom Stock Units	(1)	12/12/2003		J	V	60.58 <sup>(3)</sup>		(2)	(2)	common stock	60.58	\$23.79	5,825.19	D	

**Explanation of Responses:**

- These units convert on a one-for-one basis.
- This date is not applicable to these units.
- These units were credited to the reporting person's account as dividend equivalents.
- This tax payment is attributable to dividend equivalents.
- The restricted award and dividend equivalents are being reported separately to reflect that the award is restricted and the dividend equivalents are not restricted.

**Remarks:**

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.**