

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| <b>OMB APPROVAL</b>                          |           |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |   |  |
|--|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p><u>DONAHUE TIMOTHY M</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>EASTMAN KODAK COMPANY</u></p> <p><u>343 STATE STREET</u></p> <hr/> <p>(Street)</p> <p><u>ROCHESTER NY 14650</u></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>EASTMAN KODAK CO [ EK ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>07/01/2005</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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**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                    |                                      |  |                                |   |   |            |       | 3,500 <sup>(3)</sup>  | 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) <sup>(7)</sup>       | \$25.92  |                                      |  |                                |   |  |                         | (6)  | 11/05/2011      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(7)</sup>       | \$29.1   |                                      |  |                                |   |  |                         | (6)  | 01/01/2012      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(7)</sup>       | \$36.66  |                                      |  |                                |   |  |                         | 11/21/2003 <sup>(6)</sup>                                | 11/21/2012      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy) <sup>(7)</sup>       | \$24.49  |                                      |  |                                |   |  |                         | (6)  | 11/18/2013      | Common Stock  | 2,000                      |  | 2,000  | D   |  |
| Option (right to buy)                      | \$31.71  |                                      |  |                                |   |  |                         | (2)  | 12/09/2014      | Common Stock  | 1,500                      |  | 1,500  | D   |  |
| Phantom Stock Units                        | (4)  | 07/01/2005                           |  |                                | A |  | 930.0595 <sup>(1)</sup> | (5)  | (5)             | Common Stock  | 7,867.7728                 | \$26.88                                    | 7,867.7728   | D   |  |

**Explanation of Responses:**

1. These units were credited to the reporting person's deferred compensation phantom stock account partial payment of the 2005 retainer.
2. The restrictions lapse on the first anniversary of the date of grant.
3. These shares are restricted.
4. This award converts to common stock on a 1-for-1 basis.
5. Phantom stock units do not have exercise dates or expiration dates.
6. The restrictions lapse on the first anniversary of the date of grant.
7. Stock option granted under the 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3.

**Remarks:**

Laurence L. Hickey, as attorney-in-fact for Timothy M. Donahue 07/06/2005

\*\* 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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