

STOFFEL JAMES C
Form 4
January 18, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STOFFEL JAMES C

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [EK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
343 STATE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

ROCHESTER, NY 14650

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 3,238 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 09/21/2007 | common stock | 10,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/12/2008 | common stock | 34 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/31/2008 | common stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 04/01/2008 | common stock | 7,650 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 04/16/2008 | common stock | 2,000 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/11/2009 | common stock | 412 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/31/2009 | common stock | 8,401 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 03/29/2010 | common stock | 16,667 |
| Option (right to buy) | \$ 31.3 | | | | | | | <u>(2)</u> | 05/09/2010 | common stock | 6,667 |
| Option (right to buy) | \$ 31.3 | | | | | | | 11/16/2004 | 11/15/2011 | common stock | 28,750 |
| Option (right to buy) | \$ 36.66 | | | | | | | <u>(3)</u> | 11/21/2012 | common stock | 23,000 |
| Option (right to buy) | \$ 24.49 | | | | | | | <u>(3)</u> | 11/18/2010 | common stock | 8,850 |

buy)

Option
(right to
buy)

\$ 31.71

(3)

12/09/2011

Common
Stock

5,900

Restricted
Share
Units(4)

01/16/2005

F

212.39

(8)(5)(5)common
stock

212.39

Share
Units(4)(6)(6)Common
Stock

6,560.5

Stock
Units(4)(5)(5)common
stock

5,147.7

Stock
Units(4)(7)(7)common
stock

281.18

Stock
unit(4)(7)(7)Common
Stock

8,449.3

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOFFEL JAMES C 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

Laurence L. Hickey, as attorney-in-fact for James C.
Stoffel

01/18/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (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 date of grant.
- (4) These units convert on a one-to-one basis.
- (5) This date is not applicable to restricted units.
- (6) This date is not applicable to share units.
- (7) This date is not applicable to stock units.
- (8) Payment of FICA taxes.

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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