

EASTMAN KODAK CO
Form 4/A
February 12, 2003

FORM 4

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

OMB APPROVAL

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Rodli Eric G			2. Issuer Name and Ticker or Trading Symbol Eastman Kodak Company / EK			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President and President, Entertainment Imaging		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 02/12/03		
Eastman Kodak Company 343 State Street						5. If Amendment, Date of Original (Month/Day/Year) 09/03/02		
(Street)								
Rochester, NY 14650								
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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).

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FORM 4 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Beneficial Ownership (Instr. 4)
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			5)		(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
			Code	V									
Option (right to buy) ⁽²⁾	\$31.30	8/26/02	J	V	3,750.00			02/08/10	common stock	3,750.00	\$31.30	3,750.00	D
Option (right to buy) ⁽²⁾	\$31.30	8/26/02	J	V	9,333.00			03/29/10	common stock	9,333.00	\$31.30	9,333.00	D
Option (right to buy) ⁽²⁾	\$31.30	8/26/02	J	V	17,751.00			01/11/11	common stock	17,751.00	\$31.30	17,751.00	D
Option (right to buy) ⁽²⁾	\$31.30	8/26/02	J	V	6,667.00			08/31/11	common stock	6,667.00	\$31.30	6,667.00	D
Option (right to buy) ⁽²⁾	\$31.30	8/26/02	J	V	23,000.00			11/15/11	common stock	23,000.00	\$31.30	23,000.00	D
Phantom Stock Units ⁽¹⁾	1-for-1	7/16/02	J	V	40.85				common stock	40.85	\$28.91	1,352.92	D

Explanation of Responses:

(1) These units were credited to the reporting person's account on 7/16/02 as dividend equivalents. As of 7/16/02, the reporting person erroneously filed a form 4 reporting a dividend equivalent of 451.13 shares instead of the 40.85 that were actually credited to his account. As of 7/16/02, the reporting person owned 1,352.92 shares at the end of that period.

(2) We previously reported that these options were expected to be issued on or about August 26, 2002, with an exercise price equal to the fair market value on the date of grant, pursuant to the Company's Stock Option Exchange Program. These options were issued on August 25, 2002, with an exercise price of \$31.30.

By: /s/ **James M. Quinn, as attorney-in-fact**
Eric G. Rodli

02/12/03
 Date

**Signature of Reporting Person

**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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