

EASTMAN KODAK CO
Form 4
December 18, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

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(f) of the Investment Company Act of 1940

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

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1. Name and Address of Reporting Person*

Carp	Daniel	A.
-----	-----	-----
(Last)	(First)	(Middle)
Eastman Kodak Company	343 State Street	
-----	-----	-----
	(Street)	
Rochester	New York	14650
-----	-----	-----
(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Eastman Kodak Company ("EK")
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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Day/Year

12/17/02
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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer

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(Check all applicable)

[X] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

President and Chief Executive Officer
 =====

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2.A Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price (I an	
			Code	V	Amount	or (D)		
Common Stock (1)	12/17/02		J		6,667	D	(1)	37
Common Stock (2)	*							12
Common Stock (3)	*							83

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

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

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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)

7	2. Conversion or Exercise Price of Derivative Security (Instr. 3)	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execut ion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares Title
	Stock Units (right to acquire) (4)					12/01/05	Common Stock
	Stock Units (right to acquire) (5)					12/31/05	Common Stock
	Restricted Stock Units (6)	1 for 1	*				Common Stock
	Restricted Stock Units (7)	1 for 1	*				Common Stock
	Restricted Stock Units (8)	1 for 1	*				Common Stock
	Restricted Stock Units (1)	1 for 1	12/17/02	J	6,667	(9)	Common Stock

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Explanation of Responses:

- (1) Conversion of previously reported restricted shares into restricted stock units due to a deferral election.
 - (2) This amount represents a number of units in the Eastman Kodak Employee's Savings and Investment Plan for the account of the reporting person. These units were acquired by the trustee over a period of time at current market prices.
 - (3) This represents a number of shares held 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. The trustee previously reported those shares as units.
 - (4) Stock units granted under 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. At the end of the vesting period, the Board of Directors or a committee thereof, in its discretion, will pay to Mr. Carp the shares or their equivalent in cash.
 - (5) Stock units granted under 2000 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. At the end of the vesting period, the Board of Directors or a committee thereof, in its discretion, will pay to Mr. Carp the shares or their equivalent in cash. Mr. Carp will receive dividend equivalents until vesting.
 - (6) Award of restricted stock pursuant to the 1995-1996 Cycle of the Performance Stock Program under the 1995 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. These shares were deferred under this Plan and credited to the reporting person's account as restricted stock units.
 - (7) Award of restricted stock pursuant to the 1993-1995 Restricted Stock Program under the 1990 Omnibus Long-Term Compensation Plan in a transaction exempt under Rule 16b-3. These shares were deferred under this Plan and credited to the reporting person's account as restricted stock units.
 - (8) Restrictions lapse on 50% of the units on the second anniversary of the date of grant, and on the remainder, on the fourth anniversary of the date of grant.
 - (9) Restrictions lapse on January 12, 2004.
- * Previously reported, increased by reinvestment of dividend equivalents.

/s/James M. Quinn, as attorney-in-fact

12/18/02

**Signature of Reporting Person
Daniel A. Carp

Date

** 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 provided is insufficient, see Instruction 6 for procedures.

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Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to rule 101(b)(4) of Regulation S-T.