EASTMAN KODAK CO

Form 4/A

January 11, 2017

FORM 4

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

OMB Number:

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Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

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obligations

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

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Underberg Sharon E. Issuer Symbol EASTMAN KODAK CO [KODK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify EASTMAN KODAK 12/15/2016 below) below) COMPANY, 343 STATE STREET General Counsel, Sec., SVP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 12/16/2016 Form filed by More than One Reporting ROCHESTER, NY 14650 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct

1.Title of 6. Ownership 7. Nature of

Security Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 150 Ι Stock, par By Spouse

value \$.01 Common Stock, par 9.123 D value \$.01

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code		5. Number of orDerivative 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
Restricted Stock Units	\$ 0 (1)							<u>(1)</u>	12/15/2017	Common Stock, par value \$.01	3,293
Restricted Stock Units	\$ 0 (2)							(2)	12/15/2018	Common Stock, par value	10,558
Restricted Stock Units	\$ 0 (3)							(3)	12/15/2019	Common Stock, par value	15,291
Stock Option (Right to Buy)	\$ 20.25							<u>(4)</u>	12/14/2021	Common Stock, par value \$.01	27,286
Stock Option (Right to Buy)	\$ 12.63							<u>(5)</u>	12/14/2022	Common Stock, par value \$.01	39,604
Stock Option (Right to Buy)	\$ 16.35 (6)	12/15/2016 <u>(6)</u>		A(6)		37,538 (6)	3	<u>(6)</u>	12/14/2023	Common Stock, par value \$.01	37,538 (6)
125% Warrants										C	
to purchase Common Stock, par value \$.01	\$ 14.93							09/03/2013	09/03/2018	Common Stock, par value \$.01	314 (7)
135% Warrants to purchase Common	\$ 16.12							09/03/2013	09/03/2018	Common Stock, par value \$.01	314 (7)

Stock, par value \$.01

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Underberg Sharon E. EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650

General Counsel, Sec., SVP

Signatures

/s/ Sharon E. 01/11/2017 Underberg

**Signature of Reporting Date
Person

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) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 12/15/14 grant date.
- (2) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 12/15/15 grant date.
- These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 12/15/16 grant date.
- (4) This option vests one-third on each of the first three anniversaries of the 12/15/14 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 12/15/15 grant date.
- Ms. Underberg previously reported this option on her 12/15/16 Form 4; however, at that time, the number of shares underlying the option could not be determined. Ms. Underberg is filing this amendment to report the number of shares underlying the option. This option vests one-third on each of the first three anniversaries of the grant date.
- Each of these Warrants entitles the holder to purchase one share of common stock; however, for each Warrant exercised, the holder will receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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