

EASTMAN KODAK CO

Form 4

September 08, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Samuels Eric

(Last) (First) (Middle)

EASTMAN KODAK
COMPANY, 343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EASTMAN KODAK CO [KODK]

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

09/03/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Controller

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

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, par value \$.01	09/03/2015		M	4,472 A	\$ 0 ⁽¹⁾ 7,311	D	
Common Stock, par value \$.01	09/03/2015		F	1,654 ⁽²⁾ D	\$ 13.76 5,657	D	
Common Stock, par value \$.01	09/03/2015		M	2,102 A	\$ 0 ⁽¹⁾ 7,759	D	
Common Stock, par	09/03/2015		F	778 ⁽²⁾ D	\$ 13.76 6,981	D	

value \$.01

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)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	09/03/2015		M	4,472	⁽³⁾ 09/03/2016	Common Stock, par value \$.01 4,472
Restricted Stock Units	\$ 0 ⁽⁴⁾	09/03/2015		M	2,102	⁽⁴⁾ 09/03/2017	Common Stock, par value \$.01 2,102
Restricted Stock Units	\$ 0 ⁽⁵⁾	09/03/2015		A	10,902 ⁽⁵⁾	⁽⁵⁾ 09/03/2018	Common Stock, par value \$.01 10,902
Stock Option (Right to Buy)	\$ 23.78					⁽⁶⁾ 09/02/2021	Common Stock, par value \$.01 19,000
Stock Option (Right to Buy)	\$ 13.76	09/03/2015		A	0 ⁽⁷⁾	⁽⁷⁾ 09/02/2022	Common Stock, par value \$.01 0
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93					09/03/2013 09/03/2018	Common Stock, par value \$.01 8,000

135%

Warrants

to

purchase \$ 16.12

Common

Stock, par

value \$.01

09/03/2013 09/03/2018

Common
Stock, par
value
\$.01

8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Samuels Eric EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Controller	

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Eric H.
Samuels

09/08/2015

**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) These restricted stock units convert into common stock on a one-for-one basis.

(2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.

(3) 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 9/3/13 grant date.

(4) 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 9/3/14 grant date.

(5) These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason.

(6) Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 9/3/14 grant date, subject to continued vesting in the event of termination without cause or for good reason.

(7) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason. The number of shares underlying the option cannot be determined at this time, but will be based on \$150,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Samuels will file an amendment to this report.

(8) 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 our 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.

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