

EASTMAN KODAK CO

Form 4

May 02, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mahe Eric-Yves

(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)

04/28/2016

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)

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	04/28/2016		M	4,993 A	\$ 0 (1) 12,208	D	
Common Stock, par value \$.01	04/28/2016		M	2,038 A	\$ 0 (2) 14,246	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: EASTMAN KODAK CO - Form 4

**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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/28/2016		M	4,993	04/28/2017 04/28/2017	Common Stock, par value \$.01 4,993
Restricted Stock Units	\$ 0 <sup>(2)</sup>	04/28/2016		M	2,038	<sup>(2)</sup> 04/28/2018	Common Stock, par value \$.01 2,038
Restricted Stock Units	\$ 0 <sup>(3)</sup>					<sup>(3)</sup> 05/12/2018	Common Stock, par value \$.01 2,700
Restricted Stock Units	\$ 0 <sup>(4)</sup>	04/28/2016		A	14,205 <sup>(4)</sup>	<sup>(4)</sup> 04/28/2019	Common Stock, par value \$.01 14,205
Stock Option (Right to Buy)	\$ 20.44					<sup>(5)</sup> 04/27/2022	Common Stock, par value \$.01 17,000
Stock Option (Right to Buy)	\$ 17.95					<sup>(6)</sup> 05/11/2022	Common Stock, par value \$.01 7,000
Stock Option (Right to Buy)	\$ 12.32	04/28/2016		A	0 <sup>(7)</sup>	<sup>(7)</sup> 04/27/2023	Common Stock, par value \$.01 0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Senior Vice President

Mahe Eric-Yves  
EASTMAN KODAK COMPANY  
343 STATE STREET  
ROCHESTER, NY 14650

## Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Eric-Yves  
Mahe

05/02/2016

\_\_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) 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 4/28/15 grant date.

(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 5/12/15 grant date.

These restricted stock units, which convert into common stock on a one-to-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 or Mr. Mahe's employment agreement, vest one-third on each of the first three anniversaries of the grant date.

(5) This option vests one-third on each of the first three anniversaries of the 4/28/15 grant date.

(6) This option vests one-third on each of the first three anniversaries of the 5/12/15 grant date.

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 or Mr. Mahe's employment agreement, vests one-third on each of the first three anniversaries of the grant date. The number of shares underlying the option cannot be determined at this time, but will be based on \$175,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Mahe will file an amendment to this report.

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.