

EASTMAN KODAK CO

Form 4

October 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Overman Steven

(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)

10/01/2016

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	10/01/2016		M	7,691 A	\$ 0 (1) 13,591	D	
Common Stock, par value \$.01	10/01/2016		F	3,615 (2) D	\$ 15 9,976	D	
Common Stock, par value \$.01	10/01/2016		M	3,773 A	\$ 0 (3) 13,749	D	
Common Stock, par	10/01/2016		F	1,774 (2) D	\$ 15 11,975	D	

value \$.01

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

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(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 Date	Title Amount or Numb of Sha
Restricted Stock Units	\$ 0 ⁽¹⁾	10/01/2016		M	7,691	⁽¹⁾ 10/01/2017	Common Stock, par value \$.01 7,691
Restricted Stock Units	\$ 0 ⁽³⁾	10/01/2016		M	3,773	⁽³⁾ 10/01/2018	Common Stock, par value \$.01 3,773
Restricted Stock Units	\$ 0 ⁽⁴⁾	10/01/2016		A	11,667 ⁽⁴⁾	⁽⁴⁾ 10/01/2019	Common Stock, par value \$.01 11,667
Stock Option (Right to Buy)	\$ 15.46					⁽⁵⁾ 09/30/2022	Common Stock, par value \$.01 27,000
Stock Option (Right to Buy)	\$ 15	10/01/2016		A	0 ⁽⁶⁾	⁽⁶⁾ 09/30/2023	Common Stock, par value \$.01 0 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Senior Vice President

Overman Steven
EASTMAN KODAK COMPANY
343 STATE STREET
ROCHESTER, NY 14650

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Steven
Overman

10/04/2016

__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, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 10/1/14 grant date.
- (2) Shares withheld to cover withholding obligations upon 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 10/1/15 grant date.
- (4) 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 vest one-third on each of the three anniversaries of the grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 10/1/15 grant date.
- (6) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and 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. Overman 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.
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