

EASTMAN KODAK CO

Form 4

December 16, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Underberg Sharon E.

(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)

05/18/2015

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)

General Counsel, Sec., SVP

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 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	05/18/2015		G	300 ⁽¹⁾ A \$ 0	300	I	By Spouse
Common Stock, par value \$.01	04/04/2016		G	V 150 ⁽¹⁾ D \$ 0	150	I	By Spouse
Common Stock, par value \$.01	12/15/2016		M	3,292 A \$ 0 ⁽²⁾	7,015	D	
Common Stock, par	12/15/2016		F	1,218 D \$ ⁽³⁾	5,797	D	
				16.35			

value \$.01

Common

Stock, par value \$.01	12/15/2016	M	5,278	A	\$ 0 ⁽⁴⁾	11,075	D
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Common

Stock, par value \$.01	12/15/2016	F	1,952 ⁽³⁾	D	\$ 16.35	9,123	D
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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 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 ⁽²⁾	12/15/2016		M	3,292	⁽²⁾ 12/15/2017	Common Stock, par value \$.01 3,292
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/15/2016		M	5,278	⁽⁴⁾ 12/15/2018	Common Stock, par value \$.01 5,278
Restricted Stock Units	\$ 0 ⁽⁵⁾	12/15/2016		A	15,291	⁽⁵⁾ 12/15/2019	Common Stock, par value \$.01 15,291
Stock Option (Right to Buy)	\$ 20.25					⁽⁶⁾ 12/14/2021	Common Stock, par value \$.01 27,000
Stock Option (Right to Buy)	\$ 12.63					⁽⁷⁾ 12/14/2022	Common Stock, par value \$.01 39,000
Stock Option	\$ 16.35	12/15/2016		A	0 ⁽⁸⁾	⁽⁸⁾ 12/14/2023	Common Stock, par value \$.01 0

(Right to
Buy)value
\$.01125%
Warrants
topurchase \$ 14.93
Common
Stock, par
value \$.01

09/03/2013 09/03/2018

Common
Stock, par
value
\$.01 314135%
Warrants
topurchase \$ 16.12
Common
Stock, par
value \$.01

09/03/2013 09/03/2018

Common
Stock, par
value
\$.01 314

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.
Underberg 12/16/2016**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 shares were purchased by Ms. Underberg's father-in-law and held in a joint account with Ms. Underberg's husband. Following her father-in-law's death, the shares were transferred into an individual account in her husband's name.
 - (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 12/15/14 grant date.
 - (3) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
 - (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 12/15/15 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 vest one-third on each of the first three anniversaries of the grant date.
 - (6) This option vests one-third on each of the first three anniversaries of the 12/15/14 grant date.
 - (7) This option vests one-third on each of the first three anniversaries of the 12/15/15 grant date.

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- (8) 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 \$250,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Ms. Underberg will file an amendment to this report.

- (9) 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.

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