

Parrett William G  
Form 4  
January 10, 2018

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Parrett William G

(Last) (First) (Middle)

C/O 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)

01/08/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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				(A) or (D)	2,321	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  
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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)

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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)	8. Amount or Number of Shares of Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/08/2019		A	48,388	<sup>(1)</sup> <sup>(1)</sup>	Common Stock, par value \$.01	48,388
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/09/2018		D	9,804 <sup>(2)</sup>	01/09/2018 01/09/2018	Common Stock, par value \$.01	9,804
Phantom Stock	\$ 0 <sup>(3)</sup>	01/09/2018		A	9,804	<sup>(3)</sup> <sup>(3)</sup>	Common Stock, par value \$.01	9,804
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93					09/03/2013 09/03/2018	Common Stock, par value \$.01	13,000
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12					09/03/2013 09/03/2018	Common Stock, par value \$.01	13,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parrett William G C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X			

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for William G.  
Parrett

01/10/2018

\_\_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).

These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus

- (1) Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest on 1/8/2019, subject to continuous service as a member of the board of directors.

These restricted stock units convert into common stock on a one-for-one basis. Upon vesting on 1/9/2018, Mr. Parrett deferred the receipt of 9,804 shares of common stock and received instead 9,804 shares of phantom stock pursuant to the terms of the Eastman Kodak

- (2) Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Parrett is reporting the disposition of 9,804 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.

Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Parrett

- (3) in the year following the year of his separation from service as a director in either a single lump sum payment or in a maximum of ten annual installments.

Each of these warrants entitles the holder to purchase one share of common stock; however for each warrant exercised, the holder will

- (4) 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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