

EASTMAN KODAK CO

Form 4

January 19, 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 \*  
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)

01/15/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock, par value \$.01	01/15/2016		S(1)		579	D	\$ 8.88	4,665	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 of Underlying Securities (Instr. 3 and 4)	8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(2)</sup>					<sup>(2)</sup> 09/03/2016	Common Stock, par value \$.01	4,474
Restricted Stock Units	\$ 0 <sup>(3)</sup>					<sup>(3)</sup> 09/03/2017	Common Stock, par value \$.01	4,206
Restricted Stock Units	\$ 0 <sup>(4)</sup>					<sup>(4)</sup> 09/03/2018	Common Stock, par value \$.01	10,902
Stock Option (Right to Buy)	\$ 23.78					<sup>(5)</sup> 09/02/2021	Common Stock, par value \$.01	19,012
Stock Option (Right to Buy)	\$ 13.76					<sup>(6)</sup> 09/02/2022	Common Stock, par value \$.01	26,087
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93					09/03/2013 09/03/2018	Common Stock, par value \$.01	8 <sup>(7)</sup>
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12					09/03/2013 09/03/2018	Common Stock, par value \$.01	8 <sup>(7)</sup>

## 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

01/19/2016

\_\_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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Samuels on 11/4/15.
- (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 9/3/13 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 9/3/14 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 9/3/15 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

- Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will
- (7) 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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