

EASTMAN KODAK CO

Form 4

September 07, 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 *
Taber Terry R

(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)

09/03/2016

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 below) ____ Other (specify 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock, par value \$.01 | 09/03/2016 | | M | 5,795 A \$ 0 ⁽¹⁾ | 18,590 | D | |
| Common Stock, par value \$.01 | 09/03/2016 | | F | 2,143 ⁽²⁾ D \$ 15.58 | 16,447 | D | |
| Common Stock, par value \$.01 | 09/03/2016 | | M | 3,048 A \$ 0 ⁽³⁾ | 19,495 | D | |
| Common Stock, par | 09/03/2016 | | F | 1,127 ⁽²⁾ D \$ 15.58 | 18,368 | D | |

value \$.01

Common

| | | | | | | | |
|------------------------|------------|---|-------|---|---------------------|--------|---|
| Stock, par value \$.01 | 09/03/2016 | M | 5,268 | A | \$ 0 ⁽⁴⁾ | 23,636 | D |
|------------------------|------------|---|-------|---|---------------------|--------|---|

Common

| | | | | | | | |
|------------------------|------------|---|----------------------|---|----------|--------|---|
| Stock, par value \$.01 | 09/03/2016 | F | 1,948 ⁽²⁾ | D | \$ 15.58 | 21,688 | 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)

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 Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 09/03/2016 | | M | 5,795 | 09/03/2016 09/03/2016 | Common Stock, par value \$.01 5,795 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 09/03/2016 | | M | 3,048 | ⁽³⁾ 09/03/2017 | Common Stock, par value \$.01 3,048 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 09/03/2016 | | M | 5,268 | ⁽⁴⁾ 09/03/2018 | Common Stock, par value \$.01 5,268 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 09/03/2016 | | A | 13,961 | ⁽⁵⁾ 09/03/2019 | Common Stock, par value \$.01 13,961 |
| Stock Option (Right to Buy) | \$ 23.78 | | | | | ⁽⁶⁾ 09/02/2021 | Common Stock, par value \$.01 27,000 |

| | | | | | | | | |
|---|----------|------------|---|-------|-----|-----------------------|-------------------------------|-----|
| Stock Option (Right to Buy) | \$ 13.76 | | | | (7) | 09/02/2022 | Common Stock, par value \$.01 | 37, |
| Stock Option (Right to Buy) | \$ 15.58 | 09/03/2016 | A | 0 (8) | (8) | 09/02/2023 | Common Stock, par value \$.01 | 0 |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93 | | | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 611 |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$ 16.12 | | | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 611 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taber Terry R EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Terry R. Taber 09/07/2016

__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) Shares withheld to cover tax withholding obligations upon the 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 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.

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- (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 9/3/14 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

- 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 \$217,500 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Taber will file an amendment to this report.
- (8)

- Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will
- (9) 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. 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.