

EASTMAN KODAK CO

Form 4

September 08, 2015

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 *
Cullimore Philip

(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)

09/03/2015

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)

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	09/03/2015		M	5,823 A	\$ 0 (1) 11,646	D	
Common Stock, par value \$.01	09/03/2015		M	1,401 A	\$ 0 (1) 13,047	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	09/03/2015		M		5,823		<u>(2)</u>	09/03/2016	Common Stock, par value \$.01	5,823
Restricted Stock Units	\$ 0 <u>(3)</u>	09/03/2015		M		1,401		<u>(3)</u>	09/03/2017	Common Stock, par value \$.01	1,401
Restricted Stock Units	\$ 0 <u>(4)</u>	09/03/2015		A		7,268		<u>(4)</u>	09/03/2018	Common Stock, par value \$.01	7,268
Stock Option (Right to Buy)	\$ 23.78							<u>(5)</u>	09/02/2021	Common Stock, par value \$.01	12,673
Stock Option (Right to Buy)	\$ 13.76	09/03/2015		A		0 <u>(6)</u>		<u>(6)</u>	09/02/2022	Common Stock, par value \$.01	0 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cullimore Philip EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Philip
Cullimore

09/08/2015

 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-basis.
 - (2) These restricted stock units, which convert into common stock on a one-to-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-to-one basis, vest one-third on each of the first three anniversaries of the 9/3/14 grant date.
- 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, except as otherwise provided in the award notice, vest one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason.
- (5) Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 9/3/14 grant date, subject to continued vesting in the event of termination without cause or for good reason.

- This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason. The number of shares underlying the option cannot be determined at this time, but will be based on \$100,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Cullimore will file an amendment to this report.
- (6) vesting in the event of termination without cause or for good reason. The number of shares underlying the option cannot be determined at this time, but will be based on \$100,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Cullimore 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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