

Edgar Filing: EASTMAN KODAK CO - Form 4

| 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 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/01/2015 | | M | 1,304 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$0.01 | 1,304 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/01/2015 | | D | 1,304 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$0.01 | 1,304 |
| Phantom Stock | \$ 0 ⁽²⁾ | 01/01/2015 | | A | 1,304 | <u>(2)</u> <u>(2)</u> | Common Stock, \$par value \$0.01 | 1,304 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BURGESS MARK S C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | X | | | |

Signatures

/s/ Patrick M. Sheller, Attorney-in-fact for Mark S. Burgess
 01/05/2015
 **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).

These restricted stock units were previously reported by Mr. Burgess and, except as otherwise provided in the award agreement, vest 33 1/3% on each of 1/1/15, 1/1/16 and 1/1/17, subject to continuous service as a member of the board of directors. Upon vesting of 2,608 (1) shares on 1/1/15, Mr. Burgess deferred the receipt of 1,304 shares of common stock and received instead 1,304 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Burgess is reporting the disposition of 1,304 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.

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- Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Burgess
- (2) in the year following the year of his separation from service as a director in either a single sum payment or in a maximum of ten annual installments.

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.