

EASTMAN KODAK CO
Form 4
March 27, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kruchten Brad

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [KODK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EASTMAN KODAK COMPANY, 343 STATE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

ROCHESTER, NY 14650

(City) (State) (Zip)

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

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)		
			Code	V	Amount (D) or Price (A)				
Common Stock, par value \$.01					8,255	D			
Common Stock, par value \$.01	09/09/2014		M		109	A	\$ 14.93 206	I	By Spouse
Common Stock, par value \$.01	09/09/2014		M		94	A	\$ 16.12 300	I	By Spouse
Common Stock, par	09/18/2014		S		97	D	\$ 24.8801 203	I	By Spouse

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value \$.01

Common Stock, par value \$.01 09/23/2014 S 203 D \$ 25.3401 0 I By Spouse

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

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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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽¹⁾ 09/03/2016	Common Stock, par value \$.01	18,469
Restricted Stock Units	\$ 0 ⁽²⁾					⁽²⁾ 09/03/2017	Common Stock, par value \$.01	17,622
Stock Option (Right to Buy)	\$ 23.78					⁽³⁾ 09/02/2021	Common Stock, par value \$.01	53,232
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93					09/03/2013 09/03/2018	Common Stock, par value \$.01	851
135% Warrants	\$ 16.12					09/03/2013 09/03/2018	Common Stock, par	851

to purchase Common Stock, par value \$.01									value \$.01
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93	09/09/2014		M	<u>288</u> (4)	09/03/2013	09/03/2013	Common Stock, par value \$.01	288 (4)
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12	09/09/2014		M	<u>288</u> (4)	09/03/2013	09/03/2018	Common Stock, par value \$.01	288 (4)

Reporting Owners

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

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Brad W. Kruchten 03/27/2015

**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, 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.
 Except as otherwise provided in the award notice, these restricted stock units, which convert into common stock on a one-for-one basis,
 - (2) vest one-third on each of the first three anniversaries of the 9/3/14 grant date, subject to Mr. Kruchten's continuous employment with the Company.
 - (3) 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 Mr. Kruchten's continuous employment with the Company.
 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 our common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

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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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