

EASTMAN KODAK CO  
Form 4  
March 15, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARKE JEFF**

(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)  
**03/12/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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 or Price		
Common Stock	03/12/2016		M		36,764 A \$ 0 <sup>(1)</sup>	86,120	D
Common Stock	03/12/2016		F		17,353 <sup>(2)</sup> D \$ 10.19	68,767	D

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

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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)

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 of Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>	03/12/2016		M	36,764	<sup>(1)</sup> 03/12/2017	Common Stock, par value \$.01 36,764
Stock Option (Right to Buy)	\$ 27.2					<sup>(3)</sup> 03/11/2021	Common Stock, par value \$.01 114,943
Stock Option (Right to Buy)	\$ 18.46					<sup>(4)</sup> 03/11/2022	Common Stock, par value \$.01 152,207
Stock Option (Right to Buy)	\$ 10.19	03/12/2016		A	0 <sup>(5)</sup>	<sup>(5)</sup> 03/11/2023	Common Stock, par value \$.01 0 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X		Chief Executive Officer	

## Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Jeffrey J. Clarke

03/15/2016

\*\*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) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, 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 3/12/14 grant date.
- (2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- (3) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/14 grant date.
- (4) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/15 grant date.

This option was granted pursuant to the terms of Mr. Clarke's 3/12/14 employment agreement under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement,

- (5) this option 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 \$1,000,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Clarke 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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