

EASTMAN KODAK CO
 Form 4
 September 12, 2016

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 *
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)
09/08/2016

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)
Senior Vice President

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$.01	09/08/2016		S	9,648 D \$ 15.2204	5,823	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)

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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. Deriv	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					<u>(1)</u> 09/03/2017		Common Stock, par value \$.01	1,404
Restricted Stock Units	\$ 0 ⁽²⁾					<u>(2)</u> 09/03/2018		Common Stock, par value \$.01	4,846
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(3)</u> 09/03/2019		Common Stock, par value \$.01	6,419
Stock Option (Right to Buy)	\$ 23.78					<u>(4)</u> 09/02/2021		Common Stock, par value \$.01	12,675
Stock Option (Right to Buy)	\$ 13.76					<u>(5)</u> 09/02/2022		Common Stock, par value \$.01	17,392
Stock Option (Right to Buy)	\$ 15.58					<u>(6)</u> 09/02/2023		Common Stock, par value \$.01	0 ⁽⁶⁾

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

09/12/2016

__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, 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.
- (2) 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.
- (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 9/3/16 grant date.
- (4) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

- This option vests one-third on each of the first three anniversaries of the 9/3/16 grant date. The number of shares underlying the option
- (6) has not been determined, but will be based on \$100,000 divided by the Black-Scholes valuation of the option on the 9/3/16 grant date. Once the number is determined, Mr. Cullimore will file an amendment to his 9/3/16 report.

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.