

EASTMAN KODAK CO

Form 4

March 27, 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 *
Kruchten Brad

(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)

09/09/2014

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 below) ____ Other (specify 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				(A) or (D)	Price		
			Code	V	Amount		
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

value \$.01

Common

Stock, par 09/23/2014

value \$.01

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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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)	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

288
(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

288
(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.

- (2) Except as otherwise provided in the award notice, 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, 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.

- (4) Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will 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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