

EASTMAN KODAK CO

Form 4

December 16, 2016

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 *
Bullwinkle David E

(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)

12/15/2016

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 ____ Other (specify
below) below)

CFO and 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 Ownership (Instr. 4)
Common Stock, par value \$.01	12/15/2016		M	645 A \$ 0 ⁽²⁾	10,682	D	
Common Stock, par value \$.01	12/15/2016		F	239 ⁽³⁾ D \$ 16.35	10,443	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)

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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. L Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽¹⁾	09/03/2017	Common Stock, par value \$01	644
Restricted Stock Units	\$ 0 ⁽²⁾	12/15/2016		M	645	⁽²⁾	12/15/2017	Common Stock, par value \$01	645
Restricted Stock Units	\$ 0 ⁽⁴⁾					⁽⁴⁾	09/03/2018	Common Stock, par value \$01	2,220
Restricted Stock Units	\$ 0 ⁽⁵⁾					⁽⁵⁾	07/01/2019	Common Stock, par value \$.01	18,473 ⁽⁵⁾
Stock Option (Right to Buy)	\$ 23.78					⁽⁶⁾	09/02/2021	Common Stock, par value \$.01	5,805 ⁽⁶⁾
Stock Option (Right to Buy)	\$ 20.25					⁽⁷⁾	12/14/2021	Common Stock, par value \$.01	5,349 ⁽⁷⁾
Stock Option (Right to Buy)	\$ 13.76					⁽⁸⁾	09/02/2022	Common Stock, par value \$.01	7,965 ⁽⁸⁾
Stock Option (Right to Buy)	\$ 16.24					⁽⁹⁾	06/30/2023	Common Stock, par value \$.01	45,942 ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bullwinkle David E EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			CFO and Senior Vice President	

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for David E.
Bullwinkle

12/16/2016

__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 12/15/14 grant date.
- (3) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- (4) 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.
- (5) These restricted stock units, which convert into common stock on a one-to-one basis, vest one-third on each of the first three anniversaries of the 7/1/2016 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 12/15/14 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (9) This option vests one-third on each of the first three anniversaries of the 7/1/16 grant date.

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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