

EASTMAN KODAK CO
 Form 4
 May 31, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)
05/30/2017

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)
CFO and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$.01 | 05/30/2017 | | P | 2,000 A \$ 9.43 | 12,443 | 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)

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | 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 | 644 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | | | | | <u>(2)</u> | 12/15/2017 | Common Stock, par value \$01 | 647 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | <u>(3)</u> | 09/03/2018 | Common Stock, par value \$01 | 2,220 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | | | | | <u>(4)</u> | 07/01/2019 | Common Stock, par value \$.01 | 18,473 ⁽⁴⁾ |
| Stock Option (Right to Buy) | \$ 23.78 | | | | | <u>(5)</u> | 09/02/2021 | Common Stock, par value \$.01 | 5,805 ⁽⁵⁾ |
| Stock Option (Right to Buy) | \$ 20.25 | | | | | <u>(6)</u> | 12/14/2021 | Common Stock, par value \$.01 | 5,349 ⁽⁶⁾ |
| Stock Option (Right to Buy) | \$ 13.76 | | | | | <u>(7)</u> | 09/02/2022 | Common Stock, par value \$.01 | 7,965 ⁽⁷⁾ |
| Stock Option (Right to Buy) | \$ 16.24 | | | | | <u>(8)</u> | 06/30/2023 | Common Stock, par value \$.01 | 45,942 ⁽⁸⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

05/31/2017

__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 9/3/2014 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 12/15/2014 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 9/3/2015 grant date.
- (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 7/1/2016 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/2014 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 12/15/2014 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 9/3/2015 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 7/1/2016 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. 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.