

EASTMAN KODAK CO
Form 4
August 13, 2015

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 *
BURGESS MARK S

(Last) (First) (Middle)

C/O 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)
08/11/2015

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)

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					1,304	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. I
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					<u>(1)</u> <u>(1)</u>	Common Stock, par value \$.01	5,219
Phantom Stock	\$ 0 ⁽²⁾					<u>(2)</u> <u>(2)</u>	Common Stock, \$par value \$.01	1,304
Restricted Stock Units	\$ 0 ⁽³⁾	08/11/2015		A ⁽³⁾	10,074 ⁽³⁾	<u>(3)</u> <u>(3)</u>	Common Stock, par value \$.01	10,074

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGESS MARK S C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X			

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Mark S. Burgess

08/13/2015

 **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, were previously reported by Mr. Burgess and, except as otherwise provided in the award agreement, vest one third on each of 1/1/15, 1/1/16 and 1/1/17, subject to continuous service as a member of the board of directors.

(2) These shares of phantom stock were previously reported by Mr. Burgess. Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Burgess in the year following the year of his separation from service as a director in either a single lump sum payment or in a maximum of ten annual installments.

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- These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus
- (3) Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest on 1/1/16 subject to continuous service as a member of the board of directors.

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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