

CONTINENZA JAMES V
Form 4
February 22, 2019

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 *
CONTINENZA JAMES V

(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)
02/20/2019

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)
Executive Chairman

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 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) | Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-----------------------------|------------------------------|------------------|------------|--|------------------|-----------------|-------------------------------|----------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | <u>(1)</u> | <u>(1)</u> | Common Stock, par value \$.01 | 88, |
| Stock Option (Right to Buy) | \$ 3.03 | 02/20/2019 | A | 1,150,000 | <u>(2)</u> | 02/19/2026 | Common Stock, par value \$.01 | 1,150, |
| Stock Option (Right to Buy) | \$ 4.53 | 02/20/2019 | A | 350,000 | <u>(2)</u> | 02/19/2026 | Common Stock, par value \$.01 | 350, |
| Stock Option (Right to Buy) | \$ 6.03 | 02/20/2019 | A | 350,000 | <u>(2)</u> | 02/19/2026 | Common Stock, par value \$.01 | 350, |
| Stock Option (Right to Buy) | \$ 12 | 02/20/2019 | A | 200,000 | <u>(2)</u> | 02/19/2026 | Common Stock, par value \$.01 | 200, |
| Phantom Stock | \$ 0 ⁽³⁾ | | | | <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$.01 | 153, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTINENZA JAMES V C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | X | | Executive Chairman | |

Signatures

/s/ Kim Zampatori, Attorney-in-fact for James V. Continenza

02/22/2019

__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 convert into common stock on a one-for-one basis and, except as otherwise provided in the award notice, vest on January 8, 2020, subject to continuous service as a member of the board of directors.

This option was granted pursuant to Mr. Continenza's employment agreement, effective as of February 20, 2019, under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement, this option vests immediately with respect to one-half of the grant, with the remainder vesting in four equal installments on each of May 20, 2019, August 20, 2019, November 20, 2019 and February 20, 2020.
- (2) Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Continenza 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.
- (3) Continenza 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.

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.