

EASTMAN KODAK CO
Form 4
May 13, 2016

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 *
Mahe Eric-Yves

(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)
05/11/2016

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01	05/11/2016		S		10,000	D	\$ 11.9397 4,246
Common Stock, par value \$.01	05/12/2016		M		928	A	\$ 0 ⁽³⁾ 5,174

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					04/28/2017 04/28/2017	Common Stock, par value \$01	4,995
Restricted Stock Units	\$ 0 ⁽²⁾					⁽²⁾ 04/28/2018	Common Stock, par value \$01	4,078
Restricted Stock Units	\$ 0 ⁽³⁾	05/12/2016		M	928	⁽³⁾ 05/12/2018	Common Stock, par value \$01	928
Restricted Stock Units	\$ 0 ⁽⁴⁾					⁽⁴⁾ 04/28/2019	Common Stock, par value \$01	14,205
Stock Option (Right to Buy)	\$ 20.44					⁽⁵⁾ 04/27/2022	Common Stock, par value \$01	17,508
Stock Option (Right to Buy)	\$ 17.95					⁽⁶⁾ 05/11/2022	Common Stock, par value \$01	7,003
Stock Option (Right to Buy)	\$ 12.32					⁽⁷⁾ 04/27/2023	Common Stock, par value \$01	33,431

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahe Eric-Yves EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Eric-Yves

Mahe

05/13/2016

__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 convert into common stock on a one-for-one basis.
 - (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 4/28/15 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 5/12/15 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 4/28/16 grant date.
 - (5) This option vests one-third on each of the first three anniversaries of the 4/28/15 grant date.
 - (6) This option vests one-third on each of the first three anniversaries of the 5/12/15 grant date.
 - (7) This option vests one-third on each of the first three anniversaries of the 4/28/16 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. 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.