

EASTMAN KODAK CO

Reported by
MAHE ERIC-YVES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/02/17 for the Period Ending 04/28/17

Address	343 STATE ST ROCHESTER, NY 14650-0910
Telephone	7167244000
CIK	0000031235
Symbol	KODK
SIC Code	3861 - Photographic Equipment and Supplies
Industry	Household Electronics
Sector	Technology
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Mahe Eric-Yves			EASTMAN KODAK CO [KODK]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
EASTMAN KODAK COMPANY, 343 STATE STREET			4/28/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ROCHESTER, NY 14650						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, par value \$.01	4/28/2017		M		4995	A	\$0	11168	D	
Common Stock, par value \$.01	4/28/2017		M		2038	A	\$0	13206	D	
Common Stock, par value \$.01	4/28/2017		M		4734	A	\$0	17940	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0	4/28/2017		M		4995		4/28/2017	4/28/2017	Common Stock, par value \$.01	4995	\$0	0	D	
Restricted Stock Units	\$0 (1)	4/28/2017		M		2038		(1)	4/28/2018	Common Stock, par value \$.01	2038	\$0	2040	D	
Restricted Stock Units	\$0 (2)							(2)	5/12/2018	Common Stock, par value \$.01	1858		1858	D	
Restricted Stock Units	\$0 (3)	4/28/2017		M		4734		(3)	4/28/2019	Common Stock, par value \$.01	4734	\$0	9471	D	
Restricted Stock Units	\$0 (4)	4/28/2017		A		15910		(4)	4/28/2020	Common Stock, par value \$.01	15910	\$0	15910	D	
Stock Option (Right to Buy)	\$20.44							(5)	4/27/2022	Common Stock, par value \$.01	17508		17508	D	
Stock Option (Right to Buy)	\$17.95							(6)	5/11/2022	Common Stock, par value \$.01	7003		7003	D	
Stock Option (Right to Buy)	\$12.32							(7)	4/27/2023	Common Stock, par value \$.01	33461		33461	D	
Stock Option (Right to Buy)	\$11.00	4/28/2017		A		0 (8)		(8)	4/27/2024	Common Stock, par value \$.01	0 (8)	\$0	0 (8)	D	

Explanation of Responses:

(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 4/28/2015 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 5/12/2015 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 4/28/2016 grant date.
- (4) These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice or Mr. Mahe's employment agreement, vest one-third on each of the first three anniversaries of the 4/28/2017 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 4/28/2015 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 5/12/2015 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 4/28/2016 grant date.
- (8) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice or Mr. Mahe's employment agreement, vests one-third on each of the first three anniversaries of the 4/28/2017 grant date. The number of shares underlying the option cannot be determined at this time, but will be based on \$175,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Mahe will file an amendment to this report.

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/ Sharon E. Underberg, Attorney-in-fact for Eric-Yves Mahe

5/2/2017

**Signature of Reporting Person

Date

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

* 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).

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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