

# **EASTMAN KODAK CO**

Reported by  
**CLARKE JEFF**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/12/17

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

<b>1. Name and Address of Reporting Person *</b>  <b>CLARKE JEFF</b>  (Last) (First) (Middle)  <b>EASTMAN KODAK COMPANY, 343 STATE STREET</b>  (Street)  <b>ROCHESTER, NY 14650</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EASTMAN KODAK CO [ KODK ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/12/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	3/12/2017		M		36767	A	\$0 (1)	105534	D	
Common Stock	3/12/2017		F		17355 (2)	D	\$11.65	88179	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 (1)	3/12/2017		M		36767		(1)	3/12/2017	Common Stock, par value \$.01	36767	\$0	0	D	
Stock Option (Right to Buy)	\$27.20							(3)	3/11/2021	Common Stock, par value \$.01	114943		114943	D	
Stock Option (Right to Buy)	\$18.46							(4)	3/11/2022	Common Stock, par value \$.01	152207		152207	D	
Stock Option (Right to Buy)	\$10.19							(5)	3/11/2023	Common Stock, par value \$.01	229358		229358 (5)	D	

**Explanation of Responses:**

- ( ) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, these restricted stock units, which convert into common stock on 1) a one-for-one basis, vested one-third on each of the first three anniversaries of the 3/12/2014 grant date.
- ( ) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- ( ) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries 3) of the 3/12/2014 grant date.
- ( ) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries 4) of the 3/12/2015 grant date.
- ( ) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries 5) of the 3/12/2016 grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CLARKE JEFF</b> <b>EASTMAN KODAK COMPANY</b> <b>343 STATE STREET</b> <b>ROCHESTER, NY 14650</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

/s/ Sharon E. Underberg, Attorney-in-fact for Jeffrey J. Clarke

3/14/2017

\*\*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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