

EASTMAN KODAK CO

Reported by
CONTINENZA JAMES V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/10/18 for the Period Ending 01/08/18

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|-------------|--|
| 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**

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

| | | |
|--|--|---|
| 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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/8/2018</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | | | |

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) | 1/8/2018 | | A | | 80646 | | (1) | (1) | Common Stock, par value \$.01 | 80646 | \$0 | 80646 | D | |
| Restricted Stock Units | \$0 (2) | 1/9/2018 | | D | | 16340 (2) | | 1/9/2018 | 1/9/2018 | Common Stock, par value \$.01 | 16340 | \$0 | 0 | D | |
| Phantom Stock | \$0 (3) | 1/9/2018 | | A | | 16340 | | (3) | (3) | Common Stock, par value \$.01 | 16340 | \$0 | 72914 | D | |

Explanation of Responses:

- (1) 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, vest on 1/8/2019, subject to continuous service as a member of the board of directors.
- (2) These restricted stock units convert into common stock on a one-for-one basis. Upon vesting on 1/9/2018, Mr. Continenza deferred the receipt of 16,340 shares of common stock and received instead 16,340 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Continenza is reporting the disposition of 16,340 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.
- (3) 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.

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 | | | |

Signatures

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.