

# **EASTMAN KODAK CO**

Reported by  
**KRUCHTEN BRAD**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/17/17 for the Period Ending 07/14/17

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**

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

<b>1. Name and Address of Reporting Person *</b>  <b>Kruchten Brad</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>7/14/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Senior Vice President</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>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	7/14/2017		S (1)		3400	D	\$9.05 (2)	10195	D	
Common Stock, par value \$.01								90	I	By Spouse

**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 (3)							(3)	9/3/2017	Common Stock, par value \$.01	5888	5888	D		
Restricted Stock Units	\$0 (4)							(4)	9/3/2018	Common Stock, par value \$.01	20350	20350	D		
Restricted Stock Units	\$0 (5)							(5)	9/3/2019	Common Stock, par value \$.01	26958	26958	D		
Restricted Stock Units	\$0 (6)							(6)	9/3/2020	Common Stock, par value \$.01	27632	27632	D		
Restricted Stock Units	\$0 (7)							(7)	8/24/2018	Common Stock, par value \$.01	4871	4871	I	By Spouse	
Stock Option (Right to Buy)	\$23.78							(8)	9/2/2021	Common Stock, par value \$.01	53232	53232	D		
Stock Option (Right to Buy)	\$13.76							(9)	9/2/2022	Common Stock, par value \$.01	73044	73044	D		
Stock Option (Right to Buy)	\$15.58							(10)	9/2/2023	Common Stock, par value \$.01	71308	71308	D		
Stock Option (Right to Buy)	\$15.20							(11)	11/14/2023	Common Stock, par value \$.01	65935	65935	D		
125% Warrants to purchase Common Stock, par value \$.01	\$14.93								9/3/2013	9/3/2018	Common Stock, par value \$.01	943 (12)	943	D	
135% Warrants to purchase Common Stock, par value \$.01	\$16.12								9/3/2013	9/3/2018	Common Stock, par value \$.01	943 (12)	943	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				
125% Warrants to purchase Common Stock, par value \$.01	\$14.93							9/3/2013	9/3/2018	Common Stock, par value \$.01	31 (12)		31	I	By Spouse
135% Warrants to purchase Common Stock, par value \$.01	\$16.12							9/3/2013	9/3/2018	Common Stock, par value \$.01	31 (12)		31	I	By Spouse

**Explanation of Responses:**

- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Kruchten on 3/24/17.
- (2) The price reported is a weighted average price. Mr. Kruchten sold these shares in multiple transactions at prices ranging from \$9.00 to \$9.10 per share, inclusive. Mr. Kruchten undertakes to provide to Eastman Kodak Company (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (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 9/3/14 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 9/3/15 grant date.
- (5) 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 9/3/16 grant date.
- (6) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.
- (7) 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 8/24/15 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (9) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (10) This option vests one-third on each of the first three anniversaries of the 9/3/16 grant date.
- (11) This option vests one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.
- (12) Each of these Warrants entitles the holder to purchase one share of common stock; however, for each Warrant exercised, the holder will receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kruchten Brad EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650</b>			<b>Senior Vice President</b>	

**Signatures**

/s/ Karen M. Kelly, Attorney-in-fact for Brad W. Kruchten

7/17/2017

\*\*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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