

# **EASTMAN KODAK CO**

Reported by  
**SAMUELS ERIC**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/16/17 for the Period Ending 06/15/17

|             |  |
|-------------|--|
| Address     | 343 STATE ST<br>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><br><br><b>Samuels Eric</b><br><br>(Last) (First) (Middle)<br><br><b>EASTMAN KODAK COMPANY, 343 STATE STREET</b><br><br>(Street)<br><br><b>ROCHESTER, NY 14650</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>EASTMAN KODAK CO [ KODK ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CAO and Corp. Controller</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>6/15/2017</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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, par value \$.01   | 6/15/2017      |                                   | S                         | L |   |            | 540   | D   | \$9.45   | 3985  | 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 (2)  |                |                                   |                           |   |  |     | (2)                                     | 9/3/2017        | Common Stock, par value \$.01   | 2104                          |  | 2104   | D  |  |
| Restricted Stock Units                                  | \$0 (3)  |                |                                   |                           |   |  |     | (3)                                     | 9/3/2018        | Common Stock, par value \$.01   | 7269                          |  | 7269   | D  |  |
| Restricted Stock Units                                  | \$0 (4)  |                |                                   |                           |   |  |     | (4)                                     | 9/3/2019        | Common Stock, par value \$.01   | 9628                          |  | 9628   | D  |  |
| Restricted Stock Units                                  | \$0 (5)  |                |                                   |                           |   |  |     | (5)                                     | 3/21/2020       | Common Stock, par value \$.01   | 4505                          |  | 4505   | D  |  |
| Stock Option (Right to Buy)                             | \$23.78  |                |                                   |                           |   |  |     | (6)                                     | 9/2/2021        | Common Stock, par value \$.01   | 19012                         |  | 19012  | D  |  |
| Stock Option (Right to Buy)                             | \$13.76  |                |                                   |                           |   |  |     | (7)                                     | 9/2/2022        | Common Stock, par value \$.01   | 26087                         |  | 26087  | D  |  |
| Stock Option (Right to Buy)                             | \$15.58  |                |                                   |                           |   |  |     | (8)                                     | 9/2/2023        | Common Stock, par value \$.01   | 25467                         |  | 25467  | D  |  |
| Stock Option (Right to Buy)                             | \$11.10  |                |                                   |                           |   |  |     | (9)                                     | 3/20/2024       | Common Stock, par value \$.01   | 11161                         |  | 11161  | D  |  |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$14.93  |                |                                   |                           |   |  |     |   | 9/3/2013        | 9/3/2018  | Common Stock, par value \$.01 | 8 (10)                                     | 8  | D  |  |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$16.12  |                |                                   |                           |   |  |     |   | 9/3/2013        | 9/3/2018  | Common Stock, par value \$.01 | 8 (10)                                     | 8  | D  |  |

**Explanation of Responses:**

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Samuels on 11/22/2016.

- (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 9/3/2014 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 9/3/2015 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 9/3/2016 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 3/21/2017 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 9/3/2014 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 9/3/2015 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 9/3/2016 grant date.
- (9) This option vests one-third on each of the first three anniversaries of the 3/21/2017 grant date.
- (10) 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 |
| Samuels Eric<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | CAO and Corp. Controller |       |

#### Signatures

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

6/16/2017

\*\*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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