

EASTMAN KODAK CO  
 Form 4  
 March 04, 2015

**FORM 4**

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Underberg Sharon E.

(Last) (First) (Middle)

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]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel, Sec., SVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01	03/02/2015		A		138 <sup>(1)</sup> \$ 0 232	D	
Common Stock, par value \$.01	03/02/2015		F		48 <sup>(2)</sup> \$ 18.19 184	D	

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(3)</sup>					<sup>(3)</sup> 12/15/2017	Common Stock, par value \$.01	9,877
Stock Option (Right to Buy)	\$ 20.25					<sup>(4)</sup> 12/14/2021	Common Stock, par value \$.01	27,286
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93	03/02/2015		A	<u>47</u> <sup>(5)</sup>	09/03/2013 09/03/2018	Common Stock, par value \$.01	47
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93	03/02/2015		F	<u>17</u> <sup>(6)</sup>	09/03/2013 09/03/2018	Common Stock, par value \$.01	17
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12	03/02/2015		A	<u>47</u> <sup>(5)</sup>	09/03/2013 09/03/2018	Common Stock, par value \$.01	47
135% Warrants to	\$ 16.12	03/02/2015		F	<u>17</u> <sup>(6)</sup>	09/03/2013 09/03/2018	Common Stock, par value	17

purchase  
Common  
Stock, par  
value \$.01

\$.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Underberg Sharon E. EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			General Counsel, Sec., SVP	

## Signatures

/s/ Sharon E.  
Underberg

03/04/2015

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* 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).
- (1) Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- (2) Shares withheld to cover tax withholding obligations from the distribution of shares described in footnote 1.  
Except as otherwise provided in the award notice, these restricted stock units, which convert into common stock on a one-to-one basis,
- (3) vest one-third on each of the first three anniversaries of the 12/15/14 grant date, subject to Ms. Underberg's continuous employment with the Company.
- (4) Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 12/15/14 grant date, subject to Ms. Underberg's continuous employment with the Company.
- (5) Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- (6) Warrants withheld to cover tax withholding obligations from the distribution of warrants described in footnote 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.