

EASTMAN KODAK CO
Form 4
April 05, 2016

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, 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)
04/01/2016

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)
				(A) or (D)	Price		
Common Stock, par value \$.01	04/01/2016		M	2,539	A \$ 0 ⁽¹⁾	4,797	D
Common Stock, par value \$.01	04/01/2016		F	1,074 ⁽²⁾	D \$ 10.84	3,723	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	04/01/2016		A		2,539		04/01/2016	04/01/2016	Common Stock, par value \$0.01	2,539
Restricted Stock Units	\$ 0 ⁽¹⁾	04/01/2016		M		2,539		04/01/2016	04/01/2016	Common Stock, par value \$0.01	2,539
Restricted Stock Units	\$ 0 ⁽³⁾							⁽³⁾	12/15/2017	Common Stock, par value \$0.01	6,580
Restricted Stock Units	\$ 0 ⁽⁴⁾							⁽⁴⁾	12/15/2018	Common Stock, par value \$0.01	15,800
Stock Option (Right to Buy)	\$ 20.25							⁽⁵⁾	12/14/2021	Common Stock, par value \$0.01	27,200
Stock Option (Right to Buy)	\$ 12.63							⁽⁶⁾	12/14/2022	Common Stock, par value \$0.01	39,600
125% Warrants to purchase Common Stock, par value \$0.01	\$ 14.93							09/03/2013	09/03/2018	Common Stock, par value \$0.01	314,000
135% Warrants to purchase	\$ 16.12							09/03/2013	09/03/2018	Common Stock, par value \$0.01	314,000

Common
Stock, par
value \$.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

04/05/2016

**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) 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 vest immediately.
 - (2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
 - (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 12/15/14 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 12/15/15 grant date.
 - (5) This option vests one-third on each of the first three anniversaries of the 12/15/14 grant date.
 - (6) This option vests one-third on each of the first three anniversaries of the 12/15/15 grant date.
- Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will
- (7) 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.

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.