

EASTMAN KODAK CO  
Form 4  
September 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Cullimore Philip

(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)  
09/03/2015

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)  
Senior Vice President

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	09/03/2015		M	5,823 A \$ 0 (1)	11,646	D	
Common Stock, par value \$.01	09/03/2015		M	1,401 A \$ 0 (1)	13,047	D	

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

**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.**

SEC 1474 (9-02)

**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 <sup>(2)</sup>	09/03/2015		M	5,823	<sup>(2)</sup> 09/03/2016	Common Stock, par value \$.01 5,823
Restricted Stock Units	\$ 0 <sup>(3)</sup>	09/03/2015		M	1,401	<sup>(3)</sup> 09/03/2017	Common Stock, par value \$.01 1,401
Restricted Stock Units	\$ 0 <sup>(4)</sup>	09/03/2015		A	7,268	<sup>(4)</sup> 09/03/2018	Common Stock, par value \$.01 7,268
Stock Option (Right to Buy)	\$ 23.78					<sup>(5)</sup> 09/02/2021	Common Stock, par value \$.01 12,673
Stock Option (Right to Buy)	\$ 13.76	09/03/2015		A	0 <sup>(6)</sup>	<sup>(6)</sup> 09/02/2022	Common Stock, par value \$.01 0 <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cullimore Philip EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Philip Cullimore

09/08/2015

\_\_\_\_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) These restricted stock units convert into common stock on a one-for-basis.
- (2) These restricted stock units, which convert into common stock on a one-to-one basis, vest one-third on each of the first three anniversaries of the 9/3/13 grant date.
- (3) These restricted stock units, which convert into common stock on a one-to-one basis, vest one-third on each of the first three anniversaries of the 9/3/14 grant date.

These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus

- (4) Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason.
- (5) Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 9/3/14 grant date, subject to continued vesting in the event of termination without cause or for good reason.

This option was 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, vests one-third on each of the first three anniversaries of the grant date, subject to continued

- (6) vesting in the event of termination without cause or for good reason. The number of shares underlying the option cannot be determined at this time, but will be based on \$100,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Cullimore will file an amendment to this report.

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.