

CONTINENZA JAMES V  
Form 4  
February 22, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CONTINENZA JAMES V

(Last) (First) (Middle)

C/O 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)

02/20/2019

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)

Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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  
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>								<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.01	88,6
Stock Option (Right to Buy)	\$ 3.03	02/20/2019		A			1,150,000		<u>(2)</u>	02/19/2026	Common Stock, par value \$.01	1,150,000
Stock Option (Right to Buy)	\$ 4.53	02/20/2019		A			350,000		<u>(2)</u>	02/19/2026	Common Stock, par value \$.01	350,000
Stock Option (Right to Buy)	\$ 6.03	02/20/2019		A			350,000		<u>(2)</u>	02/19/2026	Common Stock, par value \$.01	350,000
Stock Option (Right to Buy)	\$ 12	02/20/2019		A			200,000		<u>(2)</u>	02/19/2026	Common Stock, par value \$.01	200,000
Phantom Stock	\$ 0 <sup>(3)</sup>								<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.01	153,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTINENZA JAMES V C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X		Executive Chairman	

## Signatures

/s/ Kim Zampatori, Attorney-in-fact for James V.  
Continenza

02/22/2019

\_\_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-one basis and, except as otherwise provided in the award notice, vest on January 8, 2020, subject to continuous service as a member of the board of directors.  
  
This option was granted pursuant to Mr. Continenza's employment agreement, effective as of February 20, 2019, under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement, this option vests immediately with respect to one-half of the grant, with the remainder vesting in four equal installments on each of May 20, 2019, August 20, 2019, November 20, 2019 and February 20, 2020.
- (2) Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Continenza in the year following the year of his separation from service as a director in either a single lump sum payment or in a maximum of ten annual installments.
- (3)

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.