## Edgar Filing: EASTMAN KODAK CO - Form 4

| EASTMAN KC<br>Form 4   | DAK CO   |   |  |                            |  |   |   |                  |   |  |  |
|--|--|---|--|----------------------------|--|---|---|------------------|---|--|--|
| January 06, 201  | 5  |   |  |                            |  |   |   |                  |   |  |  |
| FORM 4   | 4  |   |  |                            |  |   |   |                  | PPROVAL   |  |  |
| Washington, D.C. 20549   |  |   |  |                            |  |   |   | OMB<br>Number:   | 3235-0287   |  |  |
| Check this be<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5  | STATEN   | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |  |                            |  |   |   |                  | Expires:January 31,<br>2005Estimated average<br>burden hours per<br>response0.5 |  |  |
| Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |  |   |  |                            |  |   |   |                  |   |  |  |
| (Print or Type Resp  | oonses)  |   |  |                            |  |   |   |                  |   |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>CONTINENZA JAMES V   |  |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>EASTMAN KODAK CO [KODK] |                            |  |   | 5. Relationship of Reporting Person(s) to<br>Issuer                                 |                  |   |  |  |
| (Last)   | (First) (I   | Middle)   | 3. Date of Earliest Transaction  |                            |  |   | (Check all applicable)  |                  |   |  |  |
| C/O EASTMA<br>COMPANY, 3   | (Month/Day/Year)<br>01/01/2015                                   |   |  |                            | X_Director10% Owner<br>Officer (give titleOther (specify<br>below)Other (specify   |   |   |                  |   |  |  |
|  | (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year) |   |  | 1                          | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |   |   |                  |   |  |  |
| ROCHESTER,   | NY 14650   |   |  |                            |  |   | Person  |                  | eporting  |  |  |
| (City)   | (State)  | (Zip)   | Tab  | ole I - Non-J              | Derivative   | Securities A  | cquired, Disposed   | of, or Beneficia | lly Owned   |  |  |
| 1.Title of<br>Security2. Transaction Date<br>(Month/Day/Year)2A. Deemo<br>Execution<br>any<br>(Month/Day/Year)   |  | Date, if TransactionAcquired (A) or<br>Code Disposed of (D)   |  | Securities<br>Beneficially | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |                  |   |  |  |
|  |  |   |  | Code V                     | Amount   | or<br>(D) Price   | (Instr. 3 and 4)  |                  |   |  |  |
| Reminder: Report   | on a separate line   | e for each cl   | ass of sec   | urities bene               | ficially own   | ned directly  | or indirectly.  |                  |   |  |  |
|  |  |   |  |                            | inforn<br>requir   | nation cont<br>ed to resp<br>ys a curre                           | spond to the colle<br>tained in this form<br>ond unless the fo<br>ntly valid OMB co | n are not<br>rm  | SEC 1474<br>(9-02)  |  |  |

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of 8 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|--------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities I  |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)         |

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| (Instr. 3)                   | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |       |                     |                    |  |  |
|------------------------------|------------------------------------|------------|------------------|---------|----|---|-------|---------------------|--------------------|--|--|
|                              |                                    |            |                  | Code    | v  | (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date | Title                                  | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units | \$ 0 <u>(1)</u>                    | 01/01/2015 |                  | D       |    |   | 3,622 | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock, par<br>value<br>\$.01 | 3,622                                  |
| Phantom<br>Stock             | \$ 0 <u>(2)</u>                    | 01/01/2015 |                  | A       |    | 3,622   |       | (2)                 | (2)                | Common<br>Stock, par<br>value<br>\$.01 | 3,622                                  |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |  |
| CONTINENZA JAMES V<br>C/O EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 | Х             |           |         |       |  |  |  |  |
| Signatures   |               |           |         |       |  |  |  |  |
| /s/ Patrick M. Sheller, Attorney-in-fact fo<br>Continenza                                  | 0             | 1/05/2015 |         |       |  |  |  |  |

\*\*Signature of Reporting Person

## **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).

These restricted stock units were previously reported by Mr. Continenza and, except as otherwise provided in the award agreement, vest 33 1/3% on each of 1/1/15, 1/1/16 and 1/1/17, subject to continuous service as a member of the board of directors. Upon vesting on

(1) 1/1/15, Mr. Continenza deferred the receipt of 3,622 shares of common stock and received instead 3,622 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Continenza is reporting the disposition of 3,622 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.

Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr.(2) Continenza in the year following the year of his separation from service as a director in either a single sum payment or in a maximum of ten annual installments.

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.

Date