

EASTMAN KODAK CO

Form 4

November 30, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Grady John G.

(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)

11/28/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

GM, WW Sales, Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	
Common Stock, par value \$.01	11/28/2016		S	6,500	D	\$ 14.98	1,151	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					<u>(1)</u> 09/03/2017	Common Stock, par value \$.01	2,034
Restricted Stock Units	\$ 0 ⁽²⁾					<u>(2)</u> 09/03/2018	Common Stock, par value \$.01	7,026
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(3)</u> 09/03/2019	Common Stock, par value \$.01	11,233
Restricted Stock Units	\$ 0 ⁽⁴⁾					<u>(4)</u> 09/03/2020	Common Stock, par value \$.01	16,448
Stock Option (Right to Buy)	\$ 23.78					<u>(5)</u> 09/02/2021	Common Stock, par value \$.01	18,378
Stock Option (Right to Buy)	\$ 13.76					<u>(6)</u> 09/02/2022	Common Stock, par value \$.01	25,218
Stock Option (Right to Buy)	\$ 15.58					<u>(7)</u> 09/02/2023	Common Stock, par value \$.01	29,712
Stock Option (Right to Buy)	\$ 15.2					<u>(8)</u> 11/14/2023	Common Stock, par value \$.01	0 ⁽⁸⁾
	\$ 14.93					09/03/2013 09/03/2018		169 ⁽⁹⁾

125%
Warrants
to
purchase
Common
Stock, par
value \$.01

Common
Stock, par
value
\$.01

135%
Warrants
to
purchase \$ 16.12
Common
Stock, par
value \$.01

09/03/2013 09/03/2018 Common
Stock, par value \$.01 169 ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Grady John G. EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			GM, WW Sales, Vice President	

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for John
O'Grady

11/30/2016

 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, vest one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (2) 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 9/3/15 grant date.
- (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 9/3/16 grant date.
- (4) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 9/3/16 grant date.
- (8) This option vests one-third on 9/3/18 and one-third on each of the first two anniversaries of such date. The number of shares underlying the option has not yet been determined, but will be based on \$250,000 divided by the Black-Scholes valuation of the option on the 11/15/16 grant date. Once the number is determined, Mr. O'Grady will file an amendment to his 11/15/16 report.

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- Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will
- (9) 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.

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