

EASTMAN KODAK CO  
Form 4  
November 09, 2015

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARKE JEFF**

(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)

**11/05/2015**

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 11/05/2015                              |                                                             | P                                       |                                                                     | 10,000                                                                                                             | A                                                                    | \$<br>13.93<br>(1)                                                |
|                                       |                                         |                                                             |                                         |                                                                     | 49,356                                                                                                             |                                                                      | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. F<br>Der<br>Sec<br>(Ins             |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                  | Amount or<br>Number of<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <sup>(2)</sup>                                                      | 03/12/2017         | Common<br>Stock, par<br>value<br>\$.01 | 73,531                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 27.2                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <sup>(3)</sup>                                                      | 03/11/2021         | Common<br>Stock, par<br>value<br>\$.01 | 114,943                          |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 18.46                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <sup>(4)</sup>                                                      | 03/11/2022         | Common<br>Stock, par<br>value<br>\$.01 | 152,207                          |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships                    |
|---------------------------------------------------------------------------------|----------------------------------|
|                                                                                 | Director 10% Owner Officer Other |
| CLARKE JEFF<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 | X Chief Executive Officer        |

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Jeffrey J. Clarke 11/09/2015

\*\*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) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.79 to \$14.00, inclusive. Mr. Clarke undertakes to provide to Eastman Kodak Company, any security holder of Eastman Kodak Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (1).

(2)

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Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, 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 3/12/14 grant date.

- (3) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/14 grant date.
- (4) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/15 grant date.

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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