

O'Grady John G.
Form 4
September 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
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)
09/03/2017

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)

GM, WW Sales, Senior VP

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	09/03/2017		M		2,034 A \$ 0 (1) 3,185	D	
Common Stock, par value \$.01	09/03/2017		F		679 (2) D \$ 7.8 2,506	D	
Common Stock, par value \$.01	09/03/2017		M		3,512 A \$ 0 (3) 6,018	D	
Common Stock, par	09/03/2017		F		1,172 D \$ 4,846 (2) 7.8	D	

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value \$.01

Common Stock, par value \$.01	09/03/2017		M	3,744	A	\$ 0 (4)	8,590		D
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Common Stock, par value \$.01	09/03/2017		F	1,249 (2)	D	\$ 7.8	7,341		D
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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.

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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (1)	09/03/2017		M	2,034	(1) 09/03/2017	Common Stock, par value \$.01	2,034
Restricted Stock Units	\$ 0 (3)	09/03/2017		M	3,512	(3) 09/03/2018	Common Stock, par value \$.01	3,512
Restricted Stock Units	\$ 0 (4)	09/03/2017		M	3,744	(4) 09/03/2019	Common Stock, par value \$.01	3,744
Restricted Stock Units	\$ 0 (5)					(5) 09/03/2020	Common Stock, par value \$.01	16,448
Stock Option	\$ 23.78					(6) 09/02/2021	Common Stock, par	18,378

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 9/3/2014 grant date.
 - (2) Shares withheld to cover tax withholding obligations on the vesting of restricted stock units.
 - (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 9/3/2015 grant date.
 - (4) 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 9/3/2016 grant date.
 - (5) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on 9/3/2018 and one-third on each of the first two anniversaries of such date.
 - (6) This option vests one-third on each of the first three anniversaries of the 9/3/2014 grant date.
 - (7) This option vests one-third on each of the first three anniversaries of the 9/3/2015 grant date.
 - (8) This option vests one-third on each of the first three anniversaries of the 9/3/2016 grant date.
 - (9) This option vests one-third on 9/3/2018 and one-third on each of the first two anniversaries of such date.
- Each of these Warrants entitles the holder to purchase one share of common stock; however, for each Warrant exercised, the holder will
- (10) 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. 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.