

EASTMAN KODAK CO  
 Form 4  
 November 09, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(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 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
Common Stock	11/05/2015		P		10,000	A	13.93
							\$
							(1)
							49,356
							D

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

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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. Derivative Securities (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(2)</sup>							<sup>(2)</sup>	03/12/2017	Common Stock, par value \$.01	73,531
Stock Option (Right to Buy)	\$ 27.2							<sup>(3)</sup>	03/11/2021	Common Stock, par value \$.01	114,943
Stock Option (Right to Buy)	\$ 18.46							<sup>(4)</sup>	03/11/2022	Common Stock, par value \$.01	152,207

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF EASTMAN KODAK COMPANY 343 STATE STREET 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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