### Edgar Filing: EASTMAN KODAK CO - Form 4

EASTMAN KOE	DAK CO									
Form 4 January 10, 2017										
FORM 4									PPROVAL	
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	STATEN	AENT OI	F CHAN	NGES IN SECU	Estimated burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5				
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	(a) of the l	Public U	Itility Ho	lding Co		nge Act of 1934, of 1935 or Section 940	·	. 0.0	
(Print or Type Respondence)	nses)									
1. Name and Address of Reporting Person <u>*</u> DOHENY MATTHEW A.			2. Issuer Name <b>and</b> Ticker or Trading Symbol EASTMAN KODAK CO [KODK]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Che	sk all applicable)		
C/O EASTMAN KODAK COMPANY, 343 STATE STREET			(Month/Day/Year) 01/08/2017			X_ Director 10% Owner Officer (give title Other (specify below) below)				
Fi			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>				
ROCHESTER, N	NY 14650						Person		eporting	
(City) (	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) an		Execution any	Execution Date, if Transac		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Elemetricially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	eficially ow	ned directly	or indirectly.			
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (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 Amor
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	<ul><li>(A) or Disposed of</li><li>(D)</li><li>(Instr. 3, 4, and 5)</li></ul>					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units	\$ 0 <u>(1)</u>	01/08/2017		D		14,327 (1)	01/08/2017	01/08/2017	Common Stock, par value \$.01	14
Phantom Stock	\$ 0 <u>(2)</u>	01/08/2017		A	14,327		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$.01	14
Restricted Stock Units	\$ 0 <u>(3)</u>	01/09/2017		А	9,804		<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.01	9

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
DOHENY MATTHEW A. C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	Х					
Signatures						

/s/ Sharon E. Underberg, Attorney-in-fact for Matthew A. Doheny

\*\*Signature of Reporting Person

01/10/2017

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).

These restricted stock units convert into common stock on a one-for-one basis. Upon vesting on 1/8/2017, Mr. Doheny deferred the receipt of 14,327 shares of common stock and received instead 14,327 shares of phantom stock pursuant to the terms of the Eastman (1) Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Doheny is reporting the disposition of 14,327 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. Doheny (2) in the year following the year of his separation from service as a director in either a single lump sum payment or in a maximum of ten annual installments.

These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus (3) Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest on 1/9/2018, subject to continuous service as a member of the board of directors.

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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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.