

EASTMAN KODAK CO  
Form 4  
March 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**03/12/2015**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/12/2015		M		36,764 A \$ 0 <sup>(1)</sup>	36,764	D
Common Stock	03/12/2015		F		17,408 <sup>(2)</sup> D \$ 18.46	19,356	D

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

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(9-02)



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Except as otherwise provided in the award notice, this option vests 33 1/3% on each of 3/12/15, 3/12/16 and 3/12/17, subject to Mr. Clarke's continuous employment with the Company.

- (4) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests 33 1/3% on each of 3/12/16, 3/12/17 and 3/12/18, subject to Mr. Clarke's continuous employment with the Company. The number of shares underlying the option cannot be determined at this time, but will be based on \$1,000,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Clarke will file an amendment to this report.

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.