

EASTMAN KODAK CO  
Form 4  
November 17, 2016

**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 \*  
**Kruchten Brad**  
  
(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)  
**11/15/2016**

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)  
**Senior Vice President**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.01   |                                      |  |                                | (A) or (D)  |   |  |                                   |
| Common Stock, par value \$.01   | 11/16/2016                           |  | S                              | 1,534 D   | \$ 15.5 90  | I  | By Spouse                         |

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

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SEC 1474 (9-02)

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**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) |                                |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | <sup>(1)</sup>   | 09/03/2017  | Common Stock, par value \$0.01 | 5,888                      |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | <sup>(2)</sup>   | 09/03/2018  | Common Stock, par value \$0.01 | 20,350                     |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | <sup>(3)</sup>   | 09/03/2019  | Common Stock, par value \$0.01 | 26,958                     |
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 11/15/2016                           |  | A                              | 27,632  | <sup>(4)</sup>   | 09/03/2020  | Common Stock, par value \$0.01 | 27,632                     |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    |                                      |  |                                |   | <sup>(5)</sup>   | 08/24/2018  | Common Stock, par value \$0.01 | 4,871                      |
| Stock Option (Right to Buy)                | \$ 23.78   |                                      |  |                                |   | <sup>(6)</sup>   | 09/02/2021  | Common Stock, par value \$0.01 | 53,232                     |
| Stock Option (Right to Buy)                | \$ 13.76   |                                      |  |                                |   | <sup>(7)</sup>   | 09/02/2022  | Common Stock, par value \$0.01 | 73,044                     |
| Stock Option (Right to Buy)                | \$ 15.58   |                                      |  |                                |   | <sup>(8)</sup>   | 09/02/2023  | Common Stock, par value \$0.01 | 71,308                     |
|  | \$ 15.2  | 11/15/2016                           |  | A                              | 0 <sup>(9)</sup>  | <sup>(9)</sup>   | 11/14/2023  |                                | 0 <sup>(9)</sup>           |

|   |          |            |            |  |                     |
|---|----------|------------|------------|--|---------------------|
| Stock<br>Option<br>(Right to<br>Buy)                                      |          |            |            | Common<br>Stock, par<br>value<br>\$.01 |                     |
| 125%<br>Warrants<br>to<br>purchase<br>Common<br>Stock, par<br>value \$.01 | \$ 14.93 | 09/03/2013 | 09/03/2018 | Common<br>Stock, par<br>value<br>\$.01 | 943 <sup>(10)</sup> |
| 135%<br>Warrants<br>to<br>purchase<br>Common<br>Stock, par<br>value \$.01 | \$ 16.12 | 09/03/2013 | 09/03/2018 | Common<br>Stock, par<br>value<br>\$.01 | 943 <sup>(10)</sup> |
| 125%<br>Warrants<br>to<br>purchase<br>Common<br>Stock, par<br>value \$.01 | \$ 14.93 | 09/03/2013 | 09/03/2018 | Common<br>Stock, par<br>value<br>\$.01 | 31 <sup>(10)</sup>  |
| 135%<br>Warrants<br>to<br>purchase<br>Common<br>Stock, par<br>value \$.01 | \$ 16.12 | 09/03/2013 | 09/03/2018 | Common<br>Stock, par<br>value<br>\$.01 | 31 <sup>(10)</sup>  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Kruchten Brad<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | Senior Vice President |       |

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Brad W. Kruchten

11/17/2016

\_\_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) 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 9/3/14 grant date.

(2) 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 9/3/15 grant date.

(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 9/3/16 grant date.

(4) These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and vest one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.

(5) 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 8/24/15 grant date.

(6) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.

(7) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

(8) This option vests one-third on each of the first three anniversaries of the 9/3/16 grant date.

(9) This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and vests one-third on 9/3/18 and one-third on each of the first two anniversaries of such date. The number of shares underlying the option cannot be determined at this time, but will be based on \$420,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Kruchten will file an amendment to this report.

(10) Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will 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.

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