EASTMAN KODAK CO

Form 4

January 05, 2015

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BURGESS MARK S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EASTMAN KODAK CO [KODK]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(- · · · · · · · · · · · · · · · · · ·	71	
			(Month/Day/Year)	_X_ Director	10% Owner	
C/O EASTMAN KODAK			01/01/2015	Officer (give title below)	Other (specify below)	
COLUBIA	2 42 000 4 00			UCIOW)	UCIOW)	

COMPANY, 343 STATE STREET

(Street)

(State)

(Zin)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ROCHESTER, NY 14650

(City)

(State) (2	Table Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) c	or	Securities	Form: Direct	Indirect
	any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount		Drigo	(Instr. 3 and 4)		
		Code v	Amount	(D)	Price			
					\$ 0			
01/01/2015		M	1,304	A	(1)	1,304	D	
	2. Transaction Date	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Form: Direct 6. Ownership Form: Direct 6. Ownership Form: Direct 6. Ownership Form: Direct Form: Dire

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	orDerivative I		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 (1)	01/01/2015		M		1,304	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.01	1,304
Restricted Stock Units	\$ 0 (1)	01/01/2015		D		1,304	<u>(1)</u>	(1)	Common Stock, par value \$.01	1,304
Phantom Stock	\$ 0 (2)	01/01/2015		A	1,304		(2)	(2)	Common Stock, \$par value \$.01	1,304

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BURGESS MARK S C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X					

Signatures

/s/ Patrick M. Sheller, Attorney-in-fact for Mark S.
Burgess 01/05/2015

**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).

These restricted stock units were previously reported by Mr. Burgess and, except as otherwise provided in the award agreement, vest 33 1/3% on each of 1/1/15, 1/1/16 and 1/1/17, subject to continuous service as a member of the board of directors. Upon vesting of 2,608

(1) shares on 1/1/15, Mr. Burgess deferred the receipt of 1,304 shares of common stock and received instead 1,304 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Burgess is reporting the disposition of 1,304 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.

Reporting Owners 2

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Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Burgess (2) in the year following the year of his separation from service as a director in either a single sum payment or in a maximum of ten annual installments.

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.