

EASTMAN KODAK CO  
Form 4  
August 13, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BURGESS MARK S**

(Last) (First) (Middle)

**C/O 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)

**08/11/2015**

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)

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)
Common Stock, par value \$.01			Code V	Amount (D) Price	1,304	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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. I
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$.01 5,219
Phantom Stock	\$ 0 <sup>(2)</sup>					<u>(2)</u>	<u>(2)</u>	Common Stock, \$par value \$.01 1,304
Restricted Stock Units	\$ 0 <sup>(3)</sup>	08/11/2015		A <sup>(3)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$.01 10,074

## 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/ Karen M. Kelly, Attorney-in-fact for Mark S. Burgess 08/13/2015

                     \*\*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, which convert into common stock on a one-for-one basis, were previously reported by Mr. Burgess and,  
(1) except as otherwise provided in the award agreement, vest one third 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.

These shares of phantom stock were previously reported by Mr. Burgess. Each share of phantom stock represents a right to receive one  
(2) share of common stock and becomes payable at the election of Mr. Burgess 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.

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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 1/1/16 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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