

Vandagriff Randy
Form 4
December 19, 2017

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vandagriff Randy

(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)

12/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 12/15/2017 | | M | 1,400 A | \$ 0 (1) 4,024 | D | |
| Common Stock, par value \$.01 | 12/15/2017 | | F | 464 (2) D | \$ 3.35 3,560 | D | |
| Common Stock, par value \$.01 | 12/15/2017 | | M | 1,055 A | \$ 0 (1) 4,615 | D | |
| Common Stock, par | 12/15/2017 | | F | 350 (2) D | \$ 3.35 4,265 | D | |

value \$.01

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)

| 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 ⁽¹⁾ | 12/15/2017 | | M | 1,400 | ⁽¹⁾ 12/15/2017 | Common Stock, par value \$.01 1,400 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 12/15/2017 | | M | 1,055 | ⁽³⁾ 12/15/2018 | Common Stock, par value \$.01 1,055 |
| Stock Option (Right to Buy) | \$ 20.25 | | | | | ⁽⁴⁾ 12/14/2021 | Common Stock, par value \$.01 11,597 |
| Stock Option (Right to Buy) | \$ 12.63 | | | | | ⁽⁵⁾ 12/14/2022 | Common Stock, par value \$.01 7,921 |
| Stock Option (Right to Buy) | \$ 12.5 | | | | | ⁽⁶⁾ 09/13/2024 | Common Stock, par value \$.01 152,285 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vandagriff Randy
C/O EASTMAN KODAK COMPANY
343 STATE STREET
ROCHESTER, NY 14650

Vice President

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Randy
Vandagriff

12/19/2017

__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 convert into common stock on a one-for-one basis.
- (2) Shares withheld to cover tax withholding obligations on the vesting of restricted stock units.
- (3) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-half on each of the second and third anniversary of the 12/15/2015 grant date.
- (4) This option vests one-third on each of the first three anniversaries of the 12/15/2014 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 12/15/2015 grant date.
- (6) This option vests one-third on each of the first three anniversaries of the 9/14/2017 grant date.

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.