

EASTMAN KODAK CO  
Form 4  
August 16, 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 \*  
Parrett William G

(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)  
02/13/2015

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock, par value \$.01   | 02/13/2015                           |  | A                              | 59 <sup>(1)</sup>   | A   | \$ 0   | 19,806  | D |
| Common Stock, par value \$.01   | 02/13/2015                           |  | F                              | 19 <sup>(2)</sup>   | D   | \$ 18.19   | 19,787  | D |
| Common Stock, par value \$.01   | 08/12/2016                           |  | S                              | 19,747  | D   | \$ 15.96   | 40  | D |
| Common Stock, par               | 08/12/2016                           |  | S                              | 40  | D   | \$ 16.21   | 0   | D |

value \$.01

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

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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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                                  | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | <u>(3)</u> <u>(3)</u>                                    | Common Stock, par value \$.01                                 | 2,321                         |
| Restricted Stock Units                                  | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock, par value \$.01                                 | 14,327                        |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93   | 02/13/2015                           |  | A                              | <u>20</u> <sup>(5)</sup>  | 09/03/2013    09/03/2018                                 | Common Stock, par value \$.01                                 | 20                            |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93   | 02/13/2015                           |  | F                              | <u>7</u> <sup>(6)</sup>   | 09/03/2013    09/03/2018                                 | Common Stock, par value \$.01                                 | 7                             |
| 135% Warrants   | \$ 16.12   | 02/13/2015                           |  | A                              | <u>20</u> <sup>(5)</sup>  | 09/03/2013    09/03/2018                                 | Common Stock, par   | 20                            |

|   |          |            |   |                 |            |            |  |  |                               |
|---|----------|------------|---|-----------------|------------|------------|--|--|-------------------------------|
| to purchase Common Stock, par value \$.01               |          |            |   |                 |            |            |  |  | value<br>\$.01                |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$ 16.12 | 02/13/2015 | F | <u>7</u><br>(6) | 09/03/2013 | 09/03/2018 |  |  | Common Stock, par value \$.01 |
|   |          |            |   |                 |            |            |  |  | 7                             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Parrett William G<br>C/O EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               | X         |         |       |

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for William G. Parrett 08/16/2016

\_\_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) Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- (2) Shares withheld to cover tax withholding obligations from the distribution of shares described in footnote 1.
- (3) These restricted stock units, which convert into common stock on a one-for-one basis, were previously reported by Mr. Parrett and, except as otherwise provided in the award agreement, vest on 1/1/17, subject to continuous service as a member of the board of directors.
- (4) These restricted stock units, which convert into common stock on a one-for-one basis, were previously reported by Mr. Parrett and, except as otherwise provided in the award notice, vest on 1/1/17, subject to continuous service as a member of the board of directors.
- (5) Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- (6) Warrants withheld to cover tax withholding obligations from the distribution of warrants described in footnote 5.

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.