EASTMAN KODAK CO
Form 4
January 05, 2015

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 *
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)
01/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01	01/01/2015		M		1,304	A	$ 0 (1)	1,304	D	

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 I S (
				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	(1)	(1)	Common Stock, par value $.01	1,304	
Restricted Stock Units	$ 0 (1)	01/01/2015		D			1,304	(1)	(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).

(1) 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 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.

(2) Each share of phantom stock represents a right to receive one 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 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.
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