

EASTMAN KODAK CO
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

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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)
01/01/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$.01 | 01/01/2016 | | M | A | 1,304 | \$ 0 (1) | 2,608 D |
| Common Stock, par value \$.01 | 01/01/2016 | | M | A | 5,037 | \$ 0 (3) | 7,645 D |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/01/2016 | | M | | 1,304 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$.01 | 1,304 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/01/2016 | | D | | 1,304 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$.01 | 1,304 |
| Phantom Stock | \$ 0 ⁽²⁾ | 01/01/2016 | | A | | 1,304 | <u>(2)</u> <u>(2)</u> | Common Stock, par value \$.01 | 1,304 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/01/2016 | | M | | 5,037 | 01/01/2016 01/01/2016 | Common Stock, par value \$.01 | 5,037 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 01/01/2016 | | D | | 5,037 | 01/01/2016 01/01/2016 | Common Stock, par value \$.01 | 5,037 |
| Phantom Stock | \$ 0 ⁽²⁾ | 01/01/2016 | | A | | 5,037 | <u>(2)</u> <u>(2)</u> | Common Stock, par value \$.01 | 5,037 |

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

01/05/2016

__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) These restricted stock units, which convert into common stock on a one-for-one basis, were previously reported by Mr. Burgess and, 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. Upon vesting of 2,608 shares on 1/1/16, 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 lump sum payment or in a maximum of ten annual installments.

(3) These restricted stock units, which convert into common stock on a one-for-one basis, were previously reported by Mr. Burgess and vested on 1/1/16. Upon vesting of 10,074 shares, Mr. Burgess deferred the receipt of 5,037 shares of common stock and received instead 5,037 shares of phantom stock pursuant to the terms of the Plan. As a result, Mr. Burgess is reporting the disposition of 5,037 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.

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.