

EASTMAN KODAK CO  
 Form 3  
 January 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Cullimore Philip                        |         | (Month/Day/Year)                     | EASTMAN KODAK CO [KODK]                            |  |
| (Last)                                    | (First) | (Middle)                             | 01/01/2015   |  |
| EASTMAN KODAK COMPANY,Â 343 STATE STREET  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      |  | (Check all applicable)   |
| ROCHESTER,Â NYÂ 14650                     |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Senior Vice President                              | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.01      | 5,823  | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                             | Date Exercisable | Expiration Date | Title                         | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|-------------------------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units      | Â (1)            | Â (1)           | Common Stock, par value \$.01 | 11,648                     | \$ 0 (1) | D                                     | Â |
| Restricted Stock Units      | Â (2)            | Â (2)           | Common Stock, par value \$.01 | 4,206                      | \$ 0 (2) | D                                     | Â |
| Stock Option (Right to Buy) | Â (3)            | 09/02/2021      | Common Stock, par value \$.01 | 12,675                     | \$ 7.89  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Cullimore Philip<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Philip Cullimore 01/12/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Except as otherwise provided in the award notice, these restricted stock units, which convert on a one-to-one basis, vest equally on 9/3/2015 and 9/3/2016, subject to Mr. Cullimore's continuous employment with the Company.
- (2) Except as otherwise provided in the award notice, these restricted stock units, which convert on a one-to-one basis, vest one-third on each of the first three anniversaries of the 9/3/2014 grant date, subject to Mr. Cullimore's continuous employment with the Company.
- (3) Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 9/3/2014 grant date, subject to Mr. Cullimore's continuous employment with the Company.

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.