

Payne Christopher Joseph
 Form 4
 December 07, 2018

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 *
 Payne Christopher Joseph

(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)
 12/04/2018

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)
 Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.01 | | | | (A) or (D) | 2,490 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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⁾ | | | | | ⁽¹⁾ | 11/15/2019 | Common Stock, par value \$0.01 | 1,921 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 12/04/2018 | | A | 19,231 | ⁽²⁾ | 09/03/2021 | Common Stock, par value \$0.01 | 19,231 |
| Stock Option (Right to Buy) | \$ 15.2 | | | | | ⁽³⁾ | 11/14/2023 | Common Stock, par value \$0.01 | 14,345 |
| Stock Option (Right to Buy) | \$ 12.5 | | | | | ⁽⁴⁾ | 09/13/2024 | Common Stock, par value \$0.01 | 152,285 |
| Stock Option (Right to Buy) | \$ 3.9 | 12/04/2018 | | A | 30,488 | ⁽⁵⁾ | 12/03/2025 | Common Stock, par value \$0.01 | 30,488 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Payne Christopher Joseph C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | | | Vice President | |

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Christopher J. Payne

12/07/2018

__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, vest one-third on each of the first three anniversaries of the 11/15/2016 grant date.

These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus

(2) Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest one-third on 9/3/2019 and one-third on each of the first two anniversaries of such date.

(3) This option vests one-third on each of the first three anniversaries of the 11/15/2016 grant date.

(4) This option vests one-third on each of the first three anniversaries of the 9/14/2017 grant date.

This option was granted under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and,

(5) except as otherwise provided in the award notice, vests one-third on 9/3/2019 and one-third on each of the first two anniversaries of such date.

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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