

EASTMAN KODAK CO
Form 4
October 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 *
Overman Steven

(Last) (First) (Middle)

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)
10/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Amount | | | |
| | | | Code | V | Price | | | |
| Common Stock, par value \$.01 | 10/01/2015 | | M | | 7,691 | A | \$ 0 ⁽¹⁾ 7,691 | D |
| Common Stock, par value \$.01 | 10/01/2015 | | F | | 3,231 ⁽²⁾ | D | \$ 15.46 4,460 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/01/2015 | | M | 7,691 | ⁽³⁾ 10/01/2017 | Common Stock, par value \$.01 7,691 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 10/01/2015 | | A | 11,320 ⁽⁴⁾ | ⁽⁴⁾ 10/01/2018 | Common Stock, par value \$.01 11,320 |
| Stock Option (Right to Buy) | \$ 15.46 | 10/01/2015 | | A | 0 ⁽⁵⁾ | ⁽⁵⁾ 09/30/2022 | Common Stock, par value \$.01 0 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Overman Steven EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | | | Senior Vice President | |

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Steven Overman 10/05/2015

__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 convert into common stock on a one-for-basis.
- (2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- (3) 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 10/1/14 grant date.

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- These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason.
- (4)

- This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-third on each of the first three anniversaries of the grant date, subject to continued vesting in the event of termination without cause or for good reason. The number of shares underlying the option cannot be determined at this time, but will be based on \$175,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Overman will file an amendment to this report.
- (5)

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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