

Byrd Roger W.
Form 4
January 18, 2019

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 *
Byrd Roger W.

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [KODK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EASTMAN KODAK COMPANY, 343 STATE STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel, Sec., SVP

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

ROCHESTER, NY 14650

(City) (State) (Zip)

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) | 3,000 | 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 | 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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|-----------------|--------------------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/16/2019 | | A | | 56,635 | | <u>(1)</u> | 01/16/2022 | Common Stock, par value \$0.01 | 56,635 |
| Stock Option (Right to Buy) | \$ 12.5 | | | | | | | <u>(2)</u> | 09/13/2024 | Common Stock, par value \$0.01 | 30,457 |
| Stock Option (Right to Buy) | \$ 3.09 | 01/16/2019 | | A | | 89,744 | | <u>(3)</u> | 01/15/2026 | Common Stock, par value \$0.01 | 89,744 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Byrd Roger W. C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | | | General Counsel, Sec., SVP | |

Signatures

/s/ Kim Zampatori, Attorney-in-Fact for Roger W. Byrd 01/18/2019

__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).
- 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, as amended, in a transaction exempt under Rule 16b-3 and vest one-third on each of the first three anniversaries of the 1/16/2019 grant date.
- (1) Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and vest one-third on each of the first three anniversaries of the 1/16/2019 grant date.
 - (2) This option vests one-third on each of the first three anniversaries of the 9/14/2017 grant date.
 - (3) This option was granted under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and vests one-third on each of the first three anniversaries of the 1/16/2019 grant date.

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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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