

DOHENY MATTHEW A.

Form 4

January 10, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOHENY MATTHEW A.

(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)

01/08/2019

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Am or Nu of 3
			Code	V	(A)	(D)		
Restricted Stock Units	\$ 0 ⁽¹⁾	01/08/2019	A		52,817	⁽¹⁾	⁽¹⁾	Common Stock, par value \$.01
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2019	D		48,388 ⁽²⁾	01/08/2019	01/08/2019	Common Stock, par value \$.01
Phantom Stock	\$ 0 ⁽³⁾	01/08/2019	A		48,388	⁽³⁾	⁽³⁾	Common Stock, par value \$.01

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOHENY MATTHEW A. C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Matthew A.
Doheny

01/10/2019

**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, except as otherwise provided in the award notice, vest on 1/8/2020, subject to continuous service as a member of the board of directors.

(1) These restricted stock units convert into common stock on a one-for-one basis. Upon vesting on 1/8/2019, Mr. Doheny deferred the receipt of 48,388 shares of common stock and received instead 48,388 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Doheny is reporting the disposition of 48,388 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. Doheny 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.

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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