

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CLARKE JEFF</u>  (Last) (First) (Middle) <u>EASTMAN KODAK COMPANY</u> <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [ KODK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01							116,179	D		

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$27.2						(1)	03/11/2021	Common Stock, par value \$.01	114,943	114,943	D		
Stock Option (Right to Buy)	\$18.46						(2)	03/11/2022	Common Stock, par value \$.01	152,207	152,207	D		
Stock Option (Right to Buy)	\$10.19						(3)	03/11/2023	Common Stock, par value \$.01	229,358	229,358	D		
Stock Option (Right to Buy)	\$15						(4)	03/11/2024	Common Stock, par value \$.01	277,778	277,778	D		
Stock Option (Right to Buy)	\$15	03/12/2018		A		0 <sup>(5)</sup>	(5)	03/11/2025	Common Stock, par value \$.01	0 <sup>(5)</sup>	\$0	0 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2014 grant date.
- Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2015 grant date.
- Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2016 grant date.
- Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of 3/12/2018, 3/12/2019 and 3/12/2020.
- This option was granted pursuant to Mr. Clarke's employment agreement, effective as of 3/12/2017, under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2018 grant date. The number of shares underlying the option cannot be determined at this time, but will be based on \$1,000,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Clarke will file an amendment to this report.

**Remarks:**

/s/ Sharon E. Underberg,  
Attorney-in-fact for Jeffrey J. Clarke    03/14/2018

\*\* Signature of Reporting Person    Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**