

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Underberg Sharon E.</u>  (Last) (First) (Middle) EASTMAN KODAK COMPANY 343 STATE STREET  (Street) ROCHESTER NY 14650  (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>General Counsel, Sec., SVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01	12/15/2015		M		3,292	A	\$0 <sup>(1)</sup>	3,476	D	
Common Stock, par value \$.01	12/15/2015		F		1,218 <sup>(2)</sup>	D	\$12.63	2,258	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 <sup>(3)</sup>	12/15/2015		M		3,292		(3)	12/15/2017	Common Stock, par value \$.01	3,292	\$0	6,585	D	
Restricted Stock Units	\$0 <sup>(4)</sup>	12/15/2015		A		15,836		(4)	12/15/2018	Common Stock, par value \$.01	15,836	\$0	15,836	D	
Stock Option (Right to Buy)	\$20.25							(5)	12/14/2021	Common Stock, par value \$.01	27,286		27,286	D	
Stock Option (Right to Buy)	\$12.63	12/15/2015		A		0 <sup>(6)</sup>		(6)	12/14/2022	Common Stock, par value \$.01	0 <sup>(6)</sup>	\$0	0 <sup>(6)</sup>	D	
125% Warrants to purchase Common Stock, par value \$.01	\$14.93								09/03/2013 09/03/2018	Common Stock, par value \$.01	314 <sup>(7)</sup>		314	D	
135% Warrants to purchase Common Stock, par value \$.01	\$16.12								09/03/2013 09/03/2018	Common Stock, par value \$.01	314 <sup>(7)</sup>		314	D	

**Explanation of Responses:**

- These restricted stock units convert into common stock on a one-for-one basis.
- Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- 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 12/15/14 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 Incentive Plan in a transaction exempt under Rule 16b-3 and vest one-third on each of the first three anniversaries of the grant date.
- This option vests one-third on each of the first three anniversaries of the 12/15/14 grant date.
- This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and vests one-third on each of the first three anniversaries of the grant date. The number of shares underlying the option cannot be determined at this time, but will be based on \$200,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Ms. Underberg will file an amendment to this report.
- Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

**Remarks:**

/s/ Sharon E. Underberg

12/17/2015

\*\* 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.

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