

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>Sheller Patrick M</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2014</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	07/24/2014		A		39 ⁽¹⁾	A	\$0	227	D	
Common Stock, par value \$.01	07/24/2014		F		14 ⁽²⁾	D	\$23.89	213	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
125% Warrants to purchase Common Stock, par value \$.01	\$14.93	07/24/2014		A		13 ⁽³⁾		09/03/2013	09/03/2018	Common Stock, par value \$.01	13	\$0	78	D	
125% Warrants to purchase Common Stock, par value \$.01	\$14.93	07/24/2014		F		5 ⁽⁴⁾		09/03/2013	09/03/2018	Common Stock, par value \$.01	5	\$10.99	73	D	
135% Warrants to purchase Common Stock, par value \$.01	\$16.12	07/24/2014		A		13 ⁽⁵⁾		09/03/2013	09/03/2018	Common Stock, par value \$.01	13	\$0	78	D	
135% Warrants to purchase Common Stock, par value \$.01	\$16.12	07/24/2014		F		5 ⁽⁶⁾		09/03/2013	09/03/2018	Common Stock, par value \$.01	5	\$9.82	73	D	

Explanation of Responses:

- Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- Shares withheld to cover tax withholding obligations from the distribution of shares described in footnote 1.
- Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- Warrants withheld to cover tax withholding obligations from the distribution of warrants described in footnote 3.
- Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
- Warrants withheld to cover tax withholding obligations from the distribution of warrants described in footnote 5.

Remarks:

/s/ Susan M. Wylie, Attorney- 07/28/2014

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.