

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>CLARKE JEFF</u><br><br>(Last) (First) (Middle)<br><u>EASTMAN KODAK COMPANY</u><br><u>343 STATE STREET</u><br><br>(Street)<br><u>ROCHESTER NY 14650</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EASTMAN KODAK CO [ KODK ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/12/2017</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                    | 03/12/2017                           |  | M                              |   | 36,767  | A          | \$0 <sup>(1)</sup> | 105,534   | D  |   |
| Common Stock                    | 03/12/2017                           |  | F                              |   | 17,355 <sup>(2)</sup>   | D          | \$11.65            | 88,179  | 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 | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | \$0 <sup>(1)</sup>                                     | 03/12/2017                           |  | M                              |   |  | 36,767 | (1)  | 03/12/2017      | Common Stock, par value \$.01   | 36,767                                     | \$0  | 0   | D  |       |
| Stock Option (Right to Buy)                | \$27.2   |                                      |  |                                |   |  |        | (3)  | 03/11/2021      | Common Stock, par value \$.01   | 114,943                                    |  | 114,943   | D  |       |
| Stock Option (Right to Buy)                | \$18.46  |                                      |  |                                |   |  |        | (4)  | 03/11/2022      | Common Stock, par value \$.01   | 152,207                                    |  | 152,207   | D  |       |
| Stock Option (Right to Buy)                | \$10.19  |                                      |  |                                |   |  |        | (5)  | 03/11/2023      | Common Stock, par value \$.01   | 229,358                                    |  | 229,358 <sup>(5)</sup>                                    | D  |       |

**Explanation of Responses:**

- Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, these restricted stock units, which convert into common stock on a one-for-one basis, vested one-third on each of the first three anniversaries of the 3/12/2014 grant date.
- Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- 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.

**Remarks:**

/s/ Sharon E. Underberg,  
Attorney-in-fact for Jeffrey J. Clarke      03/14/2017

\*\* 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.