

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) 03/02/2015 | |
| | | 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 | 03/02/2015 | | A | | 138 ⁽¹⁾ | A | \$0 | 232 | D | |
| Common Stock, par value \$.01 | 03/02/2015 | | F | | 48 ⁽²⁾ | D | \$18.19 | 184 | 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 | | | | | |
| Restricted Stock Units | \$0 ⁽³⁾ | | | | | | | (3) | 12/15/2017 | Common Stock, par value \$.01 | 9,877 | 9,877 | D | |
| Stock Option (Right to Buy) | \$20.25 | | | | | | | (4) | 12/14/2021 | Common Stock, par value \$.01 | 27,286 | 27,286 | D | |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$14.93 | 03/02/2015 | | A | | 47 ⁽⁵⁾ | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 47 | \$0 | 331 | D |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$14.93 | 03/02/2015 | | F | | 17 ⁽⁶⁾ | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 17 | \$4.56 | 314 | D |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$16.12 | 03/02/2015 | | A | | 47 ⁽⁵⁾ | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 47 | \$0 | 331 | D |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$16.12 | 03/02/2015 | | F | | 17 ⁽⁶⁾ | | | 09/03/2013 09/03/2018 | Common Stock, par value \$.01 | 17 | \$3.5 | 314 | 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.

3. Except as otherwise provided in the award notice, these restricted stock units, which convert into common stock on a one-to-one basis, vest one-third on each of the first three anniversaries of the 12/15/14 grant date, subject to Ms. Underberg's continuous employment with the Company.
4. Except as otherwise provided in the award notice, this option vests one-third on each of the first three anniversaries of the 12/15/14 grant date, subject to Ms. Underberg's continuous employment with the Company.
5. Distribution on account of unsecured claims pursuant to the Kodak Chapter 11 Plan.
6. Warrants withheld to cover tax withholding obligations from the distribution of warrants described in footnote 5.

Remarks:

/s/ Sharon E. Underberg

03/04/2015

** 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.

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.