

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>Mahe Eric-Yves</b>  (Last) (First) (Middle) <b>EASTMAN KODAK COMPANY</b> <b>343 STATE STREET</b>  (Street) <b>ROCHESTER NY 14650</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EASTMAN KODAK CO [ KODK ]</b>	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) <b>Senior Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2016</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/28/2016		M		4,993	A	\$0 <sup>(1)</sup>	12,208	D	
Common Stock, par value \$.01	04/28/2016		M		2,038	A	\$0 <sup>(2)</sup>	14,246	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>(1)</sup>	04/28/2016		M		4,993		04/28/2017	04/28/2017	Common Stock, par value \$.01	4,993	\$0	4,995	D	
Restricted Stock Units	\$0 <sup>(2)</sup>	04/28/2016		M		2,038		(2)	04/28/2018	Common Stock, par value \$.01	2,038	\$0	4,078	D	
Restricted Stock Units	\$0 <sup>(3)</sup>							(3)	05/12/2018	Common Stock, par value \$.01	2,786		2,786	D	
Restricted Stock Units	\$0 <sup>(4)</sup>	04/28/2016		A		14,205 <sup>(4)</sup>		(4)	04/28/2019	Common Stock, par value \$.01	14,205	\$0	14,205	D	
Stock Option (Right to Buy)	\$20.44							(5)	04/27/2022	Common Stock, par value \$.01	17,508		17,508	D	
Stock Option (Right to Buy)	\$17.95							(6)	05/11/2022	Common Stock, par value \$.01	7,003		7,003	D	
Stock Option (Right to Buy)	\$12.32	04/28/2016		A		0 <sup>(7)</sup>		(7)	04/27/2023	Common Stock, par value \$.01	0 <sup>(7)</sup>	\$0	0 <sup>(7)</sup>	D	

**Explanation of Responses:**

- These restricted stock units convert into common stock on a one-for-one basis.
- 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 4/28/15 grant date.
- 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 5/12/15 grant date.
- These restricted stock units, which convert into common stock on a one-to-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice or Mr. Mahe's employment agreement, 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 4/28/15 grant date.
- This option vests one-third on each of the first three anniversaries of the 5/12/15 grant date.
- This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice or Mr. Mahe's employment agreement, 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 \$175,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Mahe will file an amendment to this report.

**Remarks:**

/s/ Karen M. Kelly, Attorney-in- 05/02/2016

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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