

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>CONTINENZA JAMES V</u>  (Last) (First) (Middle) <u>C/O EASTMAN KODAK COMPANY</u> <u>343 STATE STREET</u>  (Street) <u>ROCHESTER NY 14650</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EASTMAN KODAK CO [ KODK ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/20/2019</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			

**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 <sup>(1)</sup>							(1)	(1)	Common Stock, par value \$.01		88,029	D	
Stock Option (Right to Buy)	\$3.03	02/20/2019		A		1,150,000		(2)	02/19/2026	Common Stock, par value \$.01	\$0	1,150,000	D	
Stock Option (Right to Buy)	\$4.53	02/20/2019		A		350,000		(2)	02/19/2026	Common Stock, par value \$.01	\$0	350,000	D	
Stock Option (Right to Buy)	\$6.03	02/20/2019		A		350,000		(2)	02/19/2026	Common Stock, par value \$.01	\$0	350,000	D	
Stock Option (Right to Buy)	\$12	02/20/2019		A		200,000		(2)	02/19/2026	Common Stock, par value \$.01	\$0	200,000	D	
Phantom Stock	\$0 <sup>(3)</sup>							(3)	(3)	Common Stock, par value \$.01		153,560	D	

**Explanation of Responses:**

- These restricted stock units convert into common stock on a one-for-one basis and, except as otherwise provided in the award notice, vest on January 8, 2020, subject to continuous service as a member of the board of directors.
- This option was granted pursuant to Mr. Continenza's employment agreement, effective as of February 20, 2019, under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement, this option vests immediately with respect to one-half of the grant, with the remainder vesting in four equal installments on each of May 20, 2019, August 20, 2019, November 20, 2019 and February 20, 2020.
- Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Continenza in the year following the year of his separation from service as a director in either a single lump sum payment or in a maximum of ten annual installments.

**Remarks:**

/s/ Kim Zampatori, Attorney-  
in-fact for James V. Continenza 02/22/2019

\*\* 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.**