

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* <u>Overman Steven</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) Senior Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2017 | |
| | 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 | 10/01/2017 | | M | | 7,692 | A | \$0 ⁽¹⁾ | 19,667 | D | |
| Common Stock, par value \$.01 | 10/01/2017 | | F | | 3,616 ⁽²⁾ | D | \$7.35 | 16,051 | D | |
| Common Stock, par value \$.01 | 10/01/2017 | | M | | 3,773 | A | \$0 ⁽³⁾ | 19,824 | D | |
| Common Stock, par value \$.01 | 10/01/2017 | | F | | 1,774 ⁽²⁾ | D | \$7.35 | 18,050 | D | |
| Common Stock, par value \$.01 | 10/01/2017 | | M | | 3,888 | A | \$0 ⁽⁴⁾ | 21,938 | D | |
| Common Stock, par value \$.01 | 10/01/2017 | | F | | 1,828 ⁽²⁾ | D | \$7.35 | 20,110 | 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 ⁽¹⁾ | 10/01/2017 | | M | | | 7,692 | (1) | 10/01/2017 | Common Stock, par value \$.01 | 7,692 | \$0 | 0 | D | |
| Restricted Stock Units | \$0 ⁽³⁾ | 10/01/2017 | | M | | | 3,773 | (3) | 10/01/2018 | Common Stock, par value \$.01 | 3,773 | \$0 | 3,774 | D | |
| Restricted Stock Units | \$0 ⁽⁴⁾ | 10/01/2017 | | M | | | 3,888 ⁽⁴⁾ | (4) | 10/01/2019 | Common Stock, par value \$.01 | 3,888 | \$0 | 7,779 | D | |
| Restricted Stock Units | \$0 ⁽⁵⁾ | 10/01/2017 | | A | | 23,810 | | (5) | 10/02/2020 | Common Stock, par value \$.01 | 23,810 | \$0 | 23,810 | D | |
| Stock Option (Right to Buy) | \$15.46 | | | | | | | (6) | 09/30/2022 | Common Stock, par value \$.01 | 27,090 | | 27,090 | D | |
| Stock Option (Right to Buy) | \$15 | | | | | | | (7) | 09/30/2023 | Common Stock, par value \$.01 | 30,069 | | 30,069 | D | |
| Stock Option (Right to Buy) | \$7.35 | 10/01/2017 | | A | | 58,923 | | (8) | 09/30/2024 | Common Stock, par value \$.01 | 58,923 | \$0 | 58,923 | D | |

Explanation of Responses:

- 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 10/1/2014 grant date.
- Shares withheld to cover withholding obligations upon vesting of restricted stock units.
- 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 10/1/2015 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 10/1/2016 grant date.
- These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and vest one-third

on each of the three anniversaries of the 10/1/2017 grant date.

6. This option vests one-third on each of the first three anniversaries of the 10/1/2015 grant date.

7. This option vests one-third on each of the first three anniversaries of the 10/1/2016 grant date.

8. This option was granted under the Company's 2013 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and vests one-third on each of the first three anniversaries of the 10/1/2017 grant date.

Remarks:

/s/ Karen M. Kelly, Attorney-in-
fact for Steven Overman 10/03/2017

** 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.

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