

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Sheller Patrick M</u> (Last) (First) (Middle) <u>EASTMAN KODAK COMPANY</u> <u>343 STATE STREET</u> (Street) <u>ROCHESTER NY 14650</u> (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) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2014</u>	
	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	09/03/2014		M		7,077	A	\$0 ⁽¹⁾	7,290	D	
Common Stock, par value \$.01	09/03/2014		F		2,628 ⁽²⁾	D	\$23.78	4,662	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⁾	09/03/2014		M			7,077	⁽³⁾	09/03/2016	Common Stock, par value \$.01	7,077	\$0	14,155	D	
Restricted Stock Units	\$0 ⁽⁴⁾	09/03/2014		A		12,717 ⁽⁴⁾		⁽⁴⁾	09/03/2017	Common Stock, par value \$.01	12,717	\$0	12,717	D	
Stock Option (Right to Buy)	\$23.78	09/03/2014		A		0 ⁽⁵⁾		⁽⁵⁾	09/02/2021	Common Stock, par value \$.01	0 ⁽⁵⁾	\$0	0 ⁽⁵⁾	D	
125% Warrants to purchase Common Stock, par value \$.01	\$14.93								09/03/2013 09/03/2018	Common Stock, par value \$.01	73		73	D	
135% Warrants to purchase Common Stock, par value \$.01	\$16.12								09/03/2013 09/03/2018	Common Stock, par value \$.01	73		73	D	

Explanation of Responses:

- These restricted stock units convert into common stock on a one-for-one basis.
- Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- These restricted stock units vest one-third on each of the first three anniversaries of the 9/3/13 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, vest one-third on each of the first three anniversaries of the grant date, subject to Mr. Sheller's continuous employment with the Company.
- 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, vests one-third on each of the first three anniversaries of the grant date, subject to Mr. Sheller's continuous employment with the Company. The number of shares underlying the option cannot be determined at this time, but will be based on \$302,400 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Sheller will file an amendment to this report.

Remarks:

/s/ Patrick M. Sheller

09/05/2014

** 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.

