

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden

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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>Underberg Sharon E.</u> (Last) (First) (Middle) <u>EASTMAN KODAK COMPANY</u> <u>343 STATE STREET</u> (Street) <u>ROCHESTER NY</u> <u>14650</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/06/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>EASTMAN KODAK CO [KODK]</u>	
		4. 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>General Counsel, SVP, Sec.</u>	5. 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 Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$.01</u>	<u>94</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock, par value \$.01</u>	<u>9,877</u>	<u>0⁽¹⁾</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>12/14/2021</u>	<u>Common Stock, par value \$.01</u>	<u>27,286</u>	<u>7.33</u>	<u>D</u>
<u>125% Warrants to purchase Common Stock, par value \$.01</u>	<u>09/03/2013</u>	<u>09/03/2018</u>	<u>Common Stock, par value \$.01</u>	<u>284</u>	<u>14.93</u>	<u>D</u>
<u>135% Warrants to purchase Common Stock, par value \$.01</u>	<u>09/03/2013</u>	<u>09/03/2018</u>	<u>Common Stock, par value \$.01</u>	<u>284</u>	<u>16.12</u>	<u>D</u>

Explanation of Responses:

1. Except as otherwise provided in the award notice, these restricted stock units, which convert on a one-to-one basis, vest one-third on each of the first three anniversaries of the 12/15/2014 grant date, subject to Ms. Underberg's continuous employment with the Company.

2. Except as otherwise provided in the award notice, this stock option vests one-third on each of the first three anniversaries of the 12/15/2014 grant date, subject to Ms. Underberg's continuous employment with the Company.

Remarks:

/s/ Sharon E. Underberg01/15/2015

** 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 5 (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.