

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>BURGESS MARK S</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)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/01/2015		M		1,304	A	\$0 ⁽¹⁾	1,304	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
Restricted Stock Units	\$0 ⁽¹⁾	01/01/2015		M			1,304	(1)	(1)	Common Stock, par value \$.01	1,304	\$0	6,523	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/01/2015		D			1,304	(1)	(1)	Common Stock, par value \$.01	1,304	\$0	5,219	D	
Phantom Stock	\$0 ⁽²⁾	01/01/2015		A			1,304	(2)	(2)	Common Stock, \$par value \$.01	1,304	\$0	1,304	D	

Explanation of Responses:

- These restricted stock units were previously reported by Mr. Burgess and, except as otherwise provided in the award agreement, vest 33 1/3% on each of 1/1/15, 1/1/16 and 1/1/17, subject to continuous service as a member of the board of directors. Upon vesting of 2,608 shares on 1/1/15, Mr. Burgess deferred the receipt of 1,304 shares of common stock and received instead 1,304 shares of phantom stock pursuant to the terms of the Eastman Kodak Company Deferred Compensation Plan for Directors (the "Plan"). As a result, Mr. Burgess is reporting the disposition of 1,304 shares of common stock in exchange for an equal number of shares of phantom stock under the Plan.
- Each share of phantom stock represents a right to receive one share of common stock and becomes payable at the election of Mr. Burgess in the year following the year of his separation from service as a director in either a single sum payment or in a maximum of ten annual installments.

Remarks:

/s/ Patrick M. Sheller, Attorney-in-fact for Mark S. Burgess 01/05/2015

** 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 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.