

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>CLARKE JEFF</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2015</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	03/12/2015		M		36,764	A	\$0 ⁽¹⁾	36,764	D	
Common Stock	03/12/2015		F		17,408 ⁽²⁾	D	\$18.46	19,356	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⁾	03/12/2015		M		36,764		(1)	03/12/2017	Common Stock, par value \$.01	36,764	\$0	73,531	D	
Stock Option (Right to Buy)	\$27.2							(3)	03/11/2021	Common Stock, par value \$.01	114,493		114,493	D	
Stock Option (Right to Buy)	\$18.46	03/12/2015		A		0 ⁽⁴⁾		(4)	03/11/2022	Common Stock, par value \$.01	0 ⁽⁴⁾	\$0	0 ⁽⁴⁾	D	

Explanation of Responses:

- These restricted stock units, which convert into common stock on a one-for-one basis, vest 33 1/3% on each of 3/12/15, 3/12/16 and 3/12/17, subject to Mr. Clarke's continuous employment with the Company.
- Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- Except as otherwise provided in the award notice, this option vests 33 1/3% on each of 3/12/15, 3/12/16 and 3/12/17, subject to Mr. Clarke'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 33 1/3% on each of 3/12/16, 3/12/17 and 3/12/18, subject to Mr. Clarke's continuous employment with the Company. The number of shares underlying the option cannot be determined at this time, but will be based on \$1,000,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Mr. Clarke will file an amendment to this report.

Remarks:

/s/ Sharon E. Underberg,
Attorney-in-fact for Jeffrey J. Clarke 03/13/2015

** 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.

POWER OF ATTORNEY

The undersigned, Jeffrey J. Clarke, hereby appoints each of Sharon E. Underberg and Karen M. Kelly, individually, his attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a Director and Officer of Eastman Kodak Company (the "Company"), Forms 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, as amended from time to time (the "Exchange Act"), and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition or disposition of securities of the Company;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a Director and Officer of the Company, Form 144 in accordance with the Securities Act of 1933 and the rules thereunder, as amended from time to time (the "Securities Act");

(3) perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 4 or 5, or Form 144 and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in her discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do anything that is necessary or desirable in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file forms under Section 16(a) of the Exchange Act and Form 144 under the Securities Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of February, 2015.

/s/ Jeffrey J. Clarke

Jeffrey J. Clarke