

MILLER JOSEPH A
Form 4
February 09, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER JOSEPH A

(Last) (First) (Middle)

ONE RIVERFRONT PLAZA

(Street)

CORNING, NY 14831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CORNING INC /NY [GLW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 | 02/07/2011 | | S | | 5,000 | D | \$ 22.65 181,245.62 |
| Common Stock | 02/07/2011 | | M | | 100,000 | A | \$ 15.87 281,245.62 |
| Common Stock | 02/07/2011 | | M | | 27,750 | A | \$ 18.85 308,995.62 |
| Common Stock | 02/07/2011 | | M | | 35,889 | A | \$ 8.67 344,884.62 |
| Common Stock | 02/07/2011 | | M | | 35,889 | A | \$ 10.05 380,773.62 |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------------------------|------------|---|
| Common Stock | 02/07/2011 | M | 35,889 | A | \$ 10.25 | 416,662.62 | D |
| Common Stock | 02/07/2011 | S | 235,417 | D | \$ 22.6883 <u>(1)</u> | 181,245.62 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Options (Right to Buy) | \$ 15.87 | 02/07/2011 | | M | 100,000 | 07/31/2002 07/30/2011 | Common Stock 100,000 |
| Stock Options (Right to Buy) | \$ 18.85 | 02/07/2011 | | M | 27,750 | 01/02/2009 01/01/2017 | Common Stock 27,750 |
| Stock Options (Right to Buy) | \$ 8.67 | 02/07/2011 | | M | 35,889 | 12/03/2009 12/02/2018 | Common Stock 35,889 |
| Stock Options (Right to Buy) | \$ 10.05 | 02/07/2011 | | M | 35,889 | 01/02/2010 01/01/2019 | Common Stock 35,889 |
| Stock Options (Right to Buy) | \$ 10.25 | 02/07/2011 | | M | 35,889 | 02/02/2010 02/01/2019 | Common Stock 35,889 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER JOSEPH A ONE RIVERFRONT PLAZA CORNING, NY 14831 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

Denise A. Hauselt, Power of Attorney
02/09/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.65 to \$22.75, inclusive. The reporting person undertakes to provide to Corning Incorporated, any security holder of Corning Incorporated, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth previously in this footnote.

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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