

CORNING INC /NY
Form 4
July 02, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
BROWN JOHN SEELY

(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)
06/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	(D)

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

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SEC 1474
(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	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 Security (Instr. 3 and 4)
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Derivative Security	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Restricted Stock Unit	(1)		06/28/2013	A	2,037.95	(2)	(2)	Common Stock 2,0
Phantom Stock	\$ 0 (3)		06/28/2013	A	694.85 (4)	(5)	(5)	Common Stock 69
Phantom Stock	\$ 0 (6)		07/01/2013	M	99,571.6	(7)	(7)	Common Stock 99
Restricted Stock Unit	(1)		07/01/2013	M	99,571.6	(2)	(2)	Common Stock 99

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN JOHN SEELY ONE RIVERFRONT PLAZA CORNING, NY 14831			X	

Signatures

Linda E. Jolly, Power of Attorney 07/02/2013

__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) Each restricted stock unit represents a contingent right to receive one share of the company's common stock.
- (2) Conversion of restricted stock units to the company's common stock and distribution of such stock under the Non-Employee Directors' Deferred Compensation Plan is deferred until six months following termination as a Corning director.
- (3) The value of each phantom stock unit is the economic equivalent of the cash value of the company's common stock on a one-for-one basis.
- (4) Phantom stock units acquired pursuant to dividend reinvestment feature of Non-Employee Directors' Deferred Compensation Plan for which no additional price was paid.
- (5) On July 1, 2013, based on a one-time election by the reporting person, phantom stock units will convert to (i) restricted stock units, to be held in a deferred account until six months following termination as a Corning director, or (ii) cash, to be held in a deferred account until (x) a date specified by the reporting person, or (y) termination as a Corning director.
- (6) Each phantom stock unit was the economic equivalent of one restricted stock unit. Based on a one-time election, the phantom stock units converted to restricted stock units, to be held in a deferred account until six months following termination as a Corning director.
- (7) The reporting person settled the phantom stock units for restricted stock units on 7/1/13, to be held in a deferred account until six months following termination as a Corning director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.