

CORNING INC /NY
Form 4
January 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
FLAWS JAMES B

(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)
01/28/2015

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)

VICE CHAIRMAN & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/28/2015		M		77,000	A	\$ 21.08
Common Stock	01/28/2015		M		38,500	A	\$ 19.68
Common Stock	01/28/2015		M		66,000	A	\$ 21.89
Common Stock	01/28/2015		M		33,000	A	\$ 18.85
Common Stock	01/28/2015		M		33,000	A	\$ 20.86

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Common Stock	01/28/2015	M	30,666	A	\$ 17.82	553,240	D
Common Stock	01/28/2015	M	30,667	A	\$ 19.56	583,907	D
Common Stock	01/28/2015	M	30,667	A	\$ 18.16	614,574	D
Common Stock	01/28/2015	S	339,500	D	\$ 24.6349 (1)	275,074	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 or Number of Shares
Stock Options (Right to Buy)	\$ 21.08	01/28/2015		M	77,000	12/07/2006	12/06/2015	Common Stock	77,000
Stock Options (Right to Buy)	\$ 19.68	01/28/2015		M	38,500	01/02/2008	01/01/2016	Common Stock	38,500
Stock Options (Right to Buy)	\$ 21.89	01/28/2015		M	66,000	12/06/2007	12/05/2016	Common Stock	66,000
Stock Options (Right to Buy)	\$ 18.85	01/28/2015		M	33,000	01/02/2009	01/01/2017	Common Stock	33,000
	\$ 20.86	01/28/2015		M	33,000	02/01/2010	01/31/2017		33,000

Stock Options (Right to Buy)	Price	Expiration	Relationship	Quantity	Acquired	Terminated	Common Stock	Quantity
Stock Options (Right to Buy)	\$ 17.82	01/28/2015	M	30,666	12/02/2010	12/01/2019	Common Stock	30,666
Stock Options (Right to Buy)	\$ 19.56	01/28/2015	M	30,667	01/04/2011	01/03/2020	Common Stock	30,667
Stock Options (Right to Buy)	\$ 18.16	01/28/2015	M	30,667	02/01/2011	01/31/2020	Common Stock	30,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAWS JAMES B ONE RIVERFRONT PLAZA CORNING, NY 14831	X		VICE CHAIRMAN & CFO	

Signatures

Linda E. Jolly, Power of Attorney 01/30/2015

**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 \$24.5550 to \$24.7000, 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. 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.