SCHNEIDER PAMELA C

Form 4

February 03, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

Estimated average

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ac	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CORNING INC /NY [GLW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
ONE RIVERFRONT PLAZA			(Month/Day/Year) 02/01/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CORNING, NY 14831			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Toble I Non Derivative Securities Ac	guired Disposed of ar Ronoficially Owner			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) o of (D)	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)
Common Stock	02/02/2005		A(1)	9,000	A	\$ 0	137,364.47	D	
Common Stock							1,266 (2)	I	Held by Spouse
Common Stock							7,309.38	I	Held by Spouse - Employee Benefit Plan
Common Stock							82.71	I	Trustee U/Employee Benefit Plan

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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)

2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying Securities	
or Exercise		any	Code	Securities	ities (Month/Day/Year)		(Instr. 3 and 4)	
Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
Derivative				or Disposed of	sposed of			
Security				(D)				
				(Instr. 3, 4,				
				and 5)				
					Date Exercisable	Expiration Date	Title	Amount or Number
			Code V	(A) (D)				of Shares
\$ 10.98	02/01/2005		A	17,500	02/01/2008	01/31/2015	Common Stock	17,500
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if or Exercise Price of (Month/Day/Year) Derivative Security (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Y Or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D)	Conversion or Exercise Price of Privative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Exercisable Date Code V (A) (D)	Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3 and Price of Derivative Security (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3 and Security (Instr. 3, 4, and 5) Solve Toler (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3) Acquired (A) or Disposed of (Instr. 3) Acquired (A) or Disposed of (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3) Acquired (A) or Disposed of (Instr. 3) Acquired (A) or Disposed

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHNEIDER PAMELA C ONE RIVERFRONT PLAZA CORNING, NY 14831

Senior Vice President

Signatures

Denise A. Hauselt, Power of Attorney

02/02/2005

**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) These shares were granted under the Incentive Stock Plan of Corning Incorporated and are subject to the restrictions and terms contained in an agreement dated February 2, 2005.
- (2) The reporting person disclaims beneficial ownership of all securities held by spouse.

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.

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