McRae Lawrence D Form 4 February 03, 2006

FORM 4

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

OMB 3235-0287 Number: January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

4,789.68

Ι

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Stock

(Print or Type Responses)

McRae Lawrence D

1. Name and Address of Reporting Person *

		COI	RNING INC /N		(Check all applicable)						
(Last) (First) (Middle) ONE RIVERFRONT PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2006			Director 10% Owner Senior Vice President					
	(Street)	Amendment, Date d(Month/Day/Year)	Original		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
CORNING	G, NY 14831				Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	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, i any (Month/Day/Yea	if Transaction(A) Code (D) r) (Instr. 8) (Ins	^	of	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	02/01/2006		$A_{\underline{(1)}}$ 13,	,500 A	\$0	102,637	D				
Common Stock						759.77	I	HELD BY WIFE - EMP. BENEFIT PLAN			

TRUSTEE

BENEFIT PLAN

U/EMPLOYEE

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 24.72	02/01/2006		A	11,250	02/01/2009	01/31/2016	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McRae Lawrence D

ONE RIVERFRONT PLAZA Senior Vice President CORNING, NY 14831

Signatures

Denise A. Hauselt, Power of Attorney 02/02/2006

**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).
- 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 1, 2006.

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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