

FLAWS JAMES B  
Form 4  
December 04, 2009

**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 \*  
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)  
12/02/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock                    | 12/04/2009                           |  | M                              |   | 57,500  | \$ 11.84   | A 443,423 D                       |
| Common Stock                    | 12/04/2009                           |  | M                              |   | 57,500  | \$ 10.98   | A 500,923 D                       |
| Common Stock                    | 12/04/2009                           |  | S                              |   | 115,000   | \$ 18.15   | D 385,923 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)

number.

**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------------|---|
|  |  |                                      |  |                                | V   | (A)    | (D)  | Date Exercisable      |   |
| Stock Options (Right to Buy)               | \$ 17.82   | 12/02/2009                           |  | A                              |   | 30,666 |  | 12/02/2010 12/01/2019 | Common Stock 30   |
| Restricted Stock Unit                      | <u>(1)</u>   | 12/02/2009                           |  | A                              |   | 41,000 |  | <u>(2)</u> <u>(2)</u> | Common Stock 41   |
| Stock Options (Right to Buy)               | \$ 11.84   | 12/04/2009                           |  | M                              |   | 57,500 |  | 01/03/2007 01/02/2015 | Common Stock 57   |
| Stock Options (Right to Buy)               | \$ 10.98   | 12/04/2009                           |  | M                              |   | 57,500 |  | 02/01/2008 01/31/2015 | Common Stock 57   |

## Reporting Owners

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

## Signatures

Denise A. Hauselt, Power of Attorney  
 12/04/2009  
 \*\*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 Corning Incorporated Common Stock

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The Restricted Stock Units vest 100% on February 15, 2013. Vested shares will be delivered to the reporting person within 60 (sixty) (2) days after February 15, 2013. Events such as retirement, death, disability, and others specified in the agreement may result in vesting prior to February 15, 2013.

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.