

CORNING INC /NY
Form 4
July 02, 2013

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 *
TOOKES HANSEL E II

(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)	Code	V	Amount	(D)	Price

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)	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	(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount
				V	(A)				
Phantom Stock	\$ 0 ⁽¹⁾	06/28/2013	A		277.32 ₍₂₎	<u>(3)</u>	<u>(3)</u>	Common Stock	277
Phantom Stock	\$ 0 ⁽⁴⁾	07/01/2013	M		39,739.48	<u>(5)</u>	<u>(5)</u>	Common Stock	39,739

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOKES HANSEL E II 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) 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.
- (2) Phantom stock units acquired pursuant to dividend reinvestment feature of Non-Employee Directors' Deferred Compensation Plan for which no additional price was paid.
- 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
- (3) 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.
- Each phantom stock unit was the economic equivalent of one share of the company's common stock. The reporting person settled the
- (4) phantom stock units for cash, to be held in a deferred account until (x) a date specified by the reporting person, or (y) termination as a Corning director.
- (5) The reporting person settled the phantom stock units for cash on 7/1/13, to be held in a deferred account until (x) a date specified by the reporting person, or (y) 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.