Tripeny R Tony Form 4 April 04, 2018

FORM 4

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

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Tripeny R Tony

(Last)

(First)

(Middle)

(Street)

ONE RIVERFRONT PLAZA

CORNING, NY 14831

2. Issuer Name and Ticker or Trading

Symbol

CORNING INC /NY [GLW]

3. Date of Earliest Transaction (Month/Day/Year)

04/02/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner

X_ Officer (give title Other (specify below)

Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person 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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8) Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)		ed of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	<u>(1)</u>	04/02/2018		A		19,654		<u>(2)</u>	(2)	Common Stock	19,6
Stock Options (Right to Buy)	\$ 27.03	04/02/2018		A		35,381		04/02/2021(3)	04/02/2028	Common Stock	35,3

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tripeny R Tony
ONE RIVERFRONT PLAZA
CORNING, NY 14831

Senior Vice President and CFO

Signatures

Linda E. Jolly, Power of O4/04/2018

**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.
 - The Restricted Stock Units vest 100% on April 15, 2021. Vested shares will be delivered to the reporting person within thirty (30) days
- (2) after April 15, 2021. Events such as retirement, death, disability, and others specified in the agreement may result in vesting prior to April 15, 2021.
- (3) The options will vest 100% at the end of three years from grant date.

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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