

CORNING INC /NY
Form 4
February 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HOUGHTON JAMES R

(Last) (First) (Middle)
80 E. MARKET ST., SUITE 300
(Street)

CORNING, NY 14830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CORNING INC /NY [GLW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2008

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		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	(A) or (D)				Price
Common Stock	02/11/2008		M		90,000	A	\$ 4.06	119,411	D	
Common Stock	02/11/2008		S		1,400	D	\$ 23.2814 (1)	118,011	D	
Common Stock	02/11/2008		S		1,477	D	\$ 23.29	116,534	D	
Common Stock	02/11/2008		S		500	D	\$ 23.31	116,034	D	
Common Stock	02/11/2008		S		6,900	D	\$ 23.32	109,134	D	

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Common Stock	02/11/2008	S	1,800	D	\$ 23.325	107,334	D
Common Stock	02/11/2008	S	500	D	\$ 23.3275	106,834	D
Common Stock	02/11/2008	S	2,200	D	\$ 23.33	104,634	D
Common Stock	02/11/2008	S	500	D	\$ 23.3301	104,134	D
Common Stock	02/11/2008	S	400	D	\$ 23.335	103,734	D
Common Stock	02/11/2008	S	2,100	D	\$ 23.34	101,634	D
Common Stock	02/11/2008	S	24,000	D	\$ 23.35	77,634	D
Common Stock	02/11/2008	S	800	D	\$ 23.3501	76,834	D
Common Stock	02/11/2008	S	300	D	\$ 23.355	76,534	D
Common Stock	02/11/2008	S	200	D	\$ 23.3575	76,334	D
Common Stock	02/11/2008	S	1,100	D	\$ 23.36	75,234	D
Common Stock	02/11/2008	S	823	D	\$ 23.37	74,411	D
Common Stock	02/11/2008	S	300	D	\$ 23.52	74,111	D
Common Stock	02/11/2008	S	10,500	D	\$ 23.54	63,611	D
Common Stock	02/11/2008	S	1,100	D	\$ 23.545	62,511	D
Common Stock	02/11/2008	S	18,532	D	\$ 23.55	43,979	D
Common Stock	02/11/2008	S	3,168	D	\$ 23.56	40,811	D
Common Stock	02/11/2008	S	100	D	\$ 23.5601	40,711	D
Common Stock	02/11/2008	S	100	D	\$ 23.565	40,611	D
Common Stock	02/11/2008	S	3,100	D	\$ 23.57	37,511	D
	02/11/2008	S	8,000	D	\$ 23.6	29,511	D

Common Stock									
Common Stock	02/11/2008		S	100	D	\$ 23.61	29,411	D	
Common Stock							9,782	I	by wife <u>(2)</u>
Common Stock							41,150	I	by GRAT
Common Stock							44,267	I	by GRAT

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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.06	02/11/2008		M	90,000	<u>(3)</u> 12/03/2012	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUGHTON JAMES R 80 E. MARKET ST. SUITE 300 CORNING, NY 14830	X			

Signatures

John R. Alexander, as Attorney-in-Fact, pursuant to Power of Attorney dated July 12, 2005.

02/13/2008

__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) Represents the weighted average sale price of 1400 shares which were sold in four separate transactions. Actual share quantities and sale prices were as follows: 100 shares at \$23.26; 600 shares at \$23.28; 500 shares at \$23.285; and 200 shares at \$23.2875.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- (3) The options vested in three equal installments on 12/04/2003, 12/04/2004, and 12/04/2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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