

CORNING INC /NY

Form 4

January 30, 2015

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
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

OMB APPROVAL

OMB
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(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)
01/28/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/28/2015		M		77,000	A	\$ 21.08	352,074	D
Common Stock	01/28/2015		M		38,500	A	\$ 19.68	390,574	D
Common Stock	01/28/2015		M		66,000	A	\$ 21.89	456,574	D
Common Stock	01/28/2015		M		33,000	A	\$ 18.85	489,574	D
Common Stock	01/28/2015		M		33,000	A	\$ 20.86	522,574	D

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Common Stock	01/28/2015	M	30,666	A	\$ 17.82	553,240	D
Common Stock	01/28/2015	M	30,667	A	\$ 19.56	583,907	D
Common Stock	01/28/2015	M	30,667	A	\$ 18.16	614,574	D
Common Stock	01/28/2015	S	339,500	D	\$ 24.6349 (1)	275,074	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 21.08	01/28/2015		M	77,000	12/07/2006 12/06/2015	Common Stock 77,000
Stock Options (Right to Buy)	\$ 19.68	01/28/2015		M	38,500	01/02/2008 01/01/2016	Common Stock 38,500
Stock Options (Right to Buy)	\$ 21.89	01/28/2015		M	66,000	12/06/2007 12/05/2016	Common Stock 66,000
Stock Options (Right to Buy)	\$ 18.85	01/28/2015		M	33,000	01/02/2009 01/01/2017	Common Stock 33,000
	\$ 20.86	01/28/2015		M	33,000	02/01/2010 01/31/2017	33,000

Stock Options (Right to Buy)								Common Stock	
Stock Options (Right to Buy)	\$ 17.82	01/28/2015	M	30,666	12/02/2010	12/01/2019		Common Stock	30,666
Stock Options (Right to Buy)	\$ 19.56	01/28/2015	M	30,667	01/04/2011	01/03/2020		Common Stock	30,667
Stock Options (Right to Buy)	\$ 18.16	01/28/2015	M	30,667	02/01/2011	01/31/2020		Common Stock	30,667

Reporting Owners

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

Signatures

Linda E. Jolly, Power of Attorney 01/30/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.5550 to \$24.7000, inclusive. The reporting person undertakes to provide to Corning Incorporated, any security holder of Corning Incorporated, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth previously in this footnote.

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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