

Tripeny R Tony
Form 4
February 09, 2011

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 *
Tripeny R Tony

(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)

02/07/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP Controller & PAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/07/2011		F		3,658	D	\$ 22.69	17,676	D
Common Stock	02/09/2011		M		7,500	A	\$ 11.21	25,176	D
Common Stock	02/09/2011		M		9,250	A	\$ 12.79	34,426	D
Common Stock	02/09/2011		M		6,500	A	\$ 12.7	40,926	D
Common Stock	02/09/2011		M		4,463	A	\$ 16.17	45,389	D

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Common Stock	02/09/2011	M	4,177	A	\$ 16.17	49,566	D
Common Stock	02/09/2011	M	1,140	A	\$ 16.17	50,706	D
Common Stock	02/09/2011	S	33,030	D	\$ <u>(1)</u> 22.6888	17,676	D
Common Stock	02/09/2011	S	7,676	D	\$ 22.68	10,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Options (Right to Buy)	\$ 11.21	02/09/2011		M	7,500	12/03/2004 12/02/2013	Common Stock	7,500
Stock Options (Right to Buy)	\$ 12.79	02/09/2011		M	9,250	12/01/2004 02/01/2014	Common Stock	9,250
Stock Options (Right to Buy)	\$ 12.7	02/09/2011		M	6,500	12/01/2005 11/30/2014	Common Stock	6,500
Stock Options (Right to Buy)	\$ 16.17	02/09/2011		M	4,463	06/02/2006 12/03/2012	Common Stock	4,463

Stock Options (Right to Buy)	\$ 16.17	02/09/2011	M	4,177	06/02/2006	01/02/2013	Common Stock	4,177
Stock Options (Right to Buy)	\$ 16.17	02/09/2011	M	1,140	06/02/2006	02/02/2013	Common Stock	1,140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tripeny R Tony ONE RIVERFRONT PLAZA CORNING, NY 14831			VP Controller & PAO	

Signatures

Denise A. Hauselt, Power of Attorney
02/09/2011

__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 \$22.68 to \$22.70, 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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