

SCHNEIDER PAMELA C
 Form 4
 October 04, 2011

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 *
 SCHNEIDER PAMELA C

(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)
 10/01/2011

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)
 Retired Exec. Vice President

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/01/2011 | | F | | 17,687 | D | \$ 11.88 (5) |
| Common Stock | 10/01/2011 | | M | | 75,790 | A | \$ 0 |
| Common Stock | 10/01/2011 | | F | | 33,933 | D | \$ 11.88 (5) |
| Common Stock | 10/01/2011 | | M | | 12,882 | A | \$ 0 |
| | 10/01/2011 | | F | | 5,768 | D | 118,420 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|---------|---|
| Common Stock | | | | | | \$ | | |
| | | | | | | 11.88 | | |
| | | | | | | <u>(5)</u> | | |
| Common Stock | 10/01/2011 | | M | 8,794 | A | \$ 0 | 127,214 | D |
| Common Stock | 10/01/2011 | | F | 4,065 | D | \$ | | |
| | | | | | | 11.88 | 123,149 | D |
| | | | | | | <u>(5)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 |
| Performance Share Unit | <u>(1)</u> | 10/01/2011 | | M | 75,790 | <u>(3)</u> <u>(3)</u> | Common Stock 75,790 |
| Restricted Stock Unit | <u>(2)</u> | 10/01/2011 | | M | 12,882 | <u>(4)</u> <u>(4)</u> | Common Stock 12,882 |
| Restricted Stock Unit | <u>(2)</u> | 10/01/2011 | | M | 8,794 | <u>(6)</u> <u>(6)</u> | Common Stock 8,794 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| SCHNEIDER PAMELA C ONE RIVERFRONT PLAZA CORNING, NY 14831 | | | | Retired Exec. Vice President |

Signatures

Denise A. Hauselt, Power of
Attorney

10/04/2011

__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) Each earned Performance Share Unit represents contingent right to receive one share of GLW common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of Corning Incorporated Common Stock
- (3) Performance Share units earned 2/3/10 per Board Compensation Committee decision of extent performance criteria were met for FY 2009 under 12/08 agreement. Earned units vested at 10/1/11 retirement pursuant to the 12/08 agreement.
- (4) Vesting pursuant to December 2009 agreement.
- (5) Price based on 10/3/11 market value as Transaction Date of 10/1/11 was a Saturday.
- (6) Vesting pursuant to January 2011 agreement.

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.