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AVANEX CORP
Form SC 13D/A
December 01, 2005

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 6)

Avanex Corporation

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

05348W 10 9

(CUSIP Number)

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One Riverfront Plaza
Corning, New York 14830-0001
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 23, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d01(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 05348W109

1	NAME OF REPORTING PERSONS Corning Incorporated I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 16-0393470												
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) X												
3	SEC USE ONLY												
4	SOURCE OF FUNDS												
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)												
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York												
	<table border="1"> <tr> <td>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td> <td>7</td> <td>SOLE VOTING POWER 6,682,079 shares</td> </tr> <tr> <td></td> <td>8</td> <td>SHARED VOTING POWER 0</td> </tr> <tr> <td></td> <td>9</td> <td>SOLE DISPOSITIVE POWER 6,682,079 shares</td> </tr> <tr> <td></td> <td>10</td> <td>SHARED DISPOSITIVE POWER 0</td> </tr> </table>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,682,079 shares		8	SHARED VOTING POWER 0		9	SOLE DISPOSITIVE POWER 6,682,079 shares		10	SHARED DISPOSITIVE POWER 0
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	8	SHARED VOTING POWER 0											
	9	SOLE DISPOSITIVE POWER 6,682,079 shares											
	10	SHARED DISPOSITIVE POWER 0											
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,682,079												
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES												
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%												
14	TYPE OF REPORTING PERSON CO												

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SCHEDULE 13D

This Amendment No. 6 to Schedule 13D is filed by Corning Incorporated ("Corning"), a New York corporation, in connection with shares of the Common Stock, par value \$.001 per share, of Avanex Corporation ("Avanex" or "Issuer"), a Delaware corporation with offices at 40919 Encyclopedia Circle, Fremont, California 94538.

Item 1. Security and Issuer.

This Amendment No. 6 to Schedule 13D relates to shares of the Common Stock, par value \$.001 per share ("Common Stock") of Avanex. The Issuer's principal executive office is located at 40919 Encyclopedia Circle, Fremont, California 94538. Based upon Avanex's Form 10-Q Quarterly Report for the period ending September 30, 2005, Avanex had 145,469,013 shares of Avanex Common Stock issued and outstanding on November 9, 2005. This Amendment No. 6 reflects a decrease in the percentage ownership of the Issuer's shares resulting from the sale of shares of Avanex Common Stock by Corning.

Item 2. Identity and Background.

Corning is organized as a corporation under the laws of the State of New York, and its business address is One Riverfront Plaza, Corning, New York 14831.

The names, business addresses, principal occupations and citizenship of the directors and executive officers of Corning as of December 1, 2005, are set forth in Annex A hereto and are incorporated herein by reference.

None of Corning or its directors or executive officers, has, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he, she or it is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

As described in Corning's Schedule 13D and prior amendments thereto, Corning has periodically engaged in sales of its Avanex shares as permitted by applicable agreements and market conditions. As of October 27, 2005, Joseph A. Miller, Executive Vice President and Chief Technology Officer of Corning, no longer serves as a member of the Board of Directors of Avanex and he has not owned any Avanex shares or stock options.

Item 5. Interest in Securities of the Issuer

As of December 1, 2005, Corning owns 6,682,079 shares of Avanex Common Stock, or 4.6% of the outstanding. Corning has the sole power to vote 6,682,079 shares of Avanex Common Stock and does not share voting power with respect to any shares of Avanex Common Stock. Corning has the sole dispositive power with respect to 6,682,079 shares of Avanex Common Stock and does not share dispositive power with respect to any shares of Avanex Common Stock. On November 14, 2005, Corning sold 325,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.74. On November 15, 2005, Corning sold 125,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.71. On November 22, 2005, Corning sold 750,000 shares of Avanex

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Common Stock in the open market at an average price per share of \$0.71. On November 23, 2005, Corning sold 1,000,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.69. On November 25, 2005, Corning sold 500,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.69. On

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November 28, 2005, Corning sold 500,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.68. On November 29, 2005, Corning sold 455,193 shares of Avanex Common Stock in the open market at an average price per share of \$0.64. On November 30, 2005, Corning sold 400,000 shares of Avanex Common Stock in the open market at an average price per share of \$0.63.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than the Purchase Agreement and the Stockholders' Agreement, the terms of which are described in Amendment No. 1 to Schedule 13D, filed on July 31, 2003, and copies of which were filed therewith and which are incorporated herein by reference, and the Agreement Relating to Gift of Shares of the Common Stock of Avanex Corporation, the terms of which are described in Amendment No. 2 to Schedule 13D, filed on December 29, 2003, and a copy of which is filed therewith and which is incorporated herein by reference, there are no contracts, arrangements, understandings or relationships among Corning or, to the best knowledge of Corning, among any of Corning's executive officers and directors or, to the their knowledge, between any of Corning's executive officers and directors and any other person, with respect to the shares of Avanex Common Stock.

Item 7. Material to Be Filed as Exhibits

Not applicable.

Signature

After reasonable inquiry and to the best of the undersigned's knowledge and belief I certify that the information set forth in this statement is true, complete and correct.

Dated: December 1, 2005

Corning Incorporated

By: /S/ DENISE A. HAUSELT

Print Name: Denise A. Hauselt, Esq.

Title: Secretary and Assistant General Counsel

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SCHEDULE 13D

Annex A to Schedule 13D

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Executive Officers of Corning Incorporated (all with business addresses at One Riverfront Plaza, Corning, New York 14831):

Name:	Citizenship:	Title:
Larry Aiello	United States	President & Chief Executive Officer, Corning Cable Systems
Katherine A. Asbeck	United States	Senior Vice President - Finance
Robert B. Brown	United States	Executive Vice President - Environmental Technologies
Robert L. Ecklin	United States	Executive Vice President - Environmental Technologies & Strategic Growth
William D. Eggers	United States	Senior Vice President & General Counsel
James B. Flaws*	United States	Vice Chairman & Chief Financial Officer
Kirk R. Gregg	United States	Executive Vice President & Chief Administrative Officer
James R. Houghton*	United States	Chairman of the Board
Donald B. McNaughton	United States	Senior Vice President - International & Strategic Ventures
Lawrence D. McRae	United States	Senior Vice President, Corporate Development
Joseph A. Miller	United States	Executive Vice President & Chief Technology Officer
Eric S. Musser	United States	Vice President and General Manager, Optical Fiber
Jane D. Poulin	United States	Division Vice President & Corporate Controller
Mark S. Rogus	United States	Senior Vice President & Treasurer
Pamela C. Schneider	United States	Senior Vice President & Operations Chief of Staff
Tony Tripeny	United States	Vice President & Corporate Controller
Peter F. Volanakis*	United States	Chief Operating Officer
Wendell P. Weeks*	United States	President & Chief Executive Officer

*Also a member of the Board of Directors

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Non-Employee Directors of Corning Incorporated (all with business addresses at One Riverfront Plaza, Corning, New York 14831):

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Name:	Citizenship:	Title:
John Seely Brown	United States	Retired Chief Scientist, Xerox Corporation
Gordon Gund	United States	Chairman & Chief Executive Officer, Gund Investment Corp.
Jeremy R. Knowles	United States	Amory Houghton Professor of Chemistry & Biochemistry, Harvard University
John M. Hennessy	United States	Senior Advisor, Credit Suisse First Boston
James J. O'Connor	United States	Retired Chairman of the Board & Chief Executive Officer, Unicom Corporation
Deborah Rieman	United States	Retired President & Chief Executive Officer, Check Point Software Technologies, Inc.
H. Onno Ruding	The Netherlands	Retired Vice President, Citicorp & Citibank, N.A.
Eugene C. Sit	United States	Chairman, Chief Executive Officer & Chief Investment Officers, Sit Investment Associates, Inc.
William D. Smithburg	United States	Retired Chairman, President & Chief Executive Officer, The Quaker Oats Company
Hansel E. Tookes II	United States	Retired Chairman & Chief Executive Officer, Raytheon Aircraft Company
Padmasree Warrior	United States	Executive Vice President and Chief Technology Officer, Motorola, Inc.