

CORNING INC /NY
Form 4
February 13, 2008

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 *
GREGG KIRK P

(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)
02/12/2008

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)
Exec. VP & Chief Admin. Officer

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 Price (D) | | |
| Common Stock | 02/12/2008 | | M | | 28,125 A \$ 7.74 | D | |
| Common Stock | 02/12/2008 | | M | | 43,875 A \$ 7.74 | D | |
| Common Stock | 02/12/2008 | | F | | 8,229 D \$ 23.31 | D | |
| Common Stock | 02/12/2008 | | F | | 14,568 D \$ 23.31 | D | |
| Common Stock | 02/12/2008 | | F | | 9,338 D \$ 23.31 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 02/12/2008 | F | 12,837 | D | \$ 23.31 | 323,259 | D |
| Common Stock | 02/12/2008 | S | 1,300 | D | \$ 23.6 | 321,959 | D |
| Common Stock | 02/12/2008 | S | 1,500 | D | \$ 23.61 | 320,459 | D |
| Common Stock | 02/12/2008 | S | 2,500 | D | \$ 23.62 | 317,959 | D |
| Common Stock | 02/12/2008 | S | 4,000 | D | \$ 23.63 | 313,959 | D |
| Common Stock | 02/12/2008 | S | 5,000 | D | \$ 23.64 | 308,959 | D |
| Common Stock | 02/12/2008 | S | 19,000 | D | \$ 23.65 | 289,959 | D |
| Common Stock | 02/12/2008 | S | 16,900 | D | \$ 23.66 | 273,059 | D |
| Common Stock | 02/12/2008 | S | 5,900 | D | \$ 23.67 | 267,159 | D |
| Common Stock | 02/12/2008 | S | 7,700 | D | \$ 23.68 | 259,459 | D |
| Common Stock | 02/12/2008 | S | 2,000 | D | \$ 23.69 | 257,459 | D |
| Common Stock | 02/12/2008 | S | 24,238 | D | \$ 23.7 | 233,221 | D |
| Common Stock | 02/12/2008 | S | 3,600 | D | \$ 23.71 | 229,621 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|----------|---|--|
| Common Stock | | | | | | 8,785.04 | I | TRUSTEE U/EMPLOYEE BENEFIT PLAN |
|--------------|--|--|--|--|--|----------|---|--|

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

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| Security | (Instr. 3, 4, and 5) | | | | Date | Expiration | Title | Amount |
|------------------------------|----------------------|------------|------|-----------|-------------|-----------------------|--------------|--------------|
| | | | Code | V (A) (D) | Exercisable | Date | | or Num of Sh |
| Stock Options (Right to buy) | \$ 7.74 | 02/12/2008 | M | | 28,125 | 02/01/2003 01/31/2012 | Common Stock | 28,1 |
| Stock Options (Right to buy) | \$ 7.74 | 02/12/2008 | M | | 43,875 | 02/01/2003 01/31/2012 | Common Stock | 43,8 |
| Stock Options (Right to buy) | \$ 23.31 | 02/12/2008 | A | 9,338 | | 02/12/2009 01/31/2012 | Common Stock | 9,3 |
| Stock Options (Right to buy) | \$ 23.31 | 02/12/2008 | A | 14,568 | | 02/12/2009 01/31/2012 | Common Stock | 14,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREGG KIRK P ONE RIVERFRONT PLAZA CORNING, NY 14831 | | | Exec. VP & Chief Admin.Officer | |

Signatures

Denise A. Hauselt, Power of Attorney 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).

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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