

ROGUS MARK S
Form 4
November 03, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGUS MARK S

(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)
11/01/2017

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 Senior VP & Treasurer

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 | 11/01/2017 | | M | | 8,019 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 11/01/2017 | | M | | 8,889 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 11/01/2017 | | M | | 6,172 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 11/01/2017 | | F | | 11,506 | D | \$ 31.63 |

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. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Unit | (1) | 11/01/2017 | | M | 8,019 | (2) (2) | Common Stock | 8,019 |
| Restricted Stock Unit | (1) | 11/01/2017 | | M | 8,889 | (3) (3) | Common Stock | 8,889 |
| Restricted Stock Unit | (1) | 11/01/2017 | | M | 6,172 | (4) (4) | Common Stock | 6,172 |
| Restricted Stock Unit | (1) | 11/01/2017 | | D | 1,235 (5) | (6) (7) | Common Stock | 1,235 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| ROGUS MARK S ONE RIVERFRONT PLAZA CORNING, NY 14831 | | | | Retired Senior VP & Treasurer |

Signatures

Linda E. Jolly, Power of Attorney
11/03/2017

**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 restricted stock unit represented a contingent right to receive one share of Corning Incorporated Common Stock.

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- (2) Earned Restricted Stock Units awarded March 31, 2015 remained restricted until November 1, 2017, when they vested and converted into GLW common stock per terms of March 2015 Agreement approved by Compensation Committee.
- (3) Earned Restricted Stock Units awarded March 31, 2016 remained restricted until November 1, 2017, when they vested and converted into GLW common stock per terms of March 2016 Agreement approved by Compensation Committee.
- (4) Earned Restricted Stock Units awarded March 31, 2017 remained restricted until November 1, 2017, when they vested and converted into GLW common stock per terms of March 2017 Agreement approved by Compensation Committee.
- (5) Represents the forfeiture of Restricted Stock Units awarded March 31, 2017, per terms of March 2017 Agreement approved by Compensation Committee.
- (6) Restricted Stock Units awarded March 31, 2017 were forfeited on November 1, 2017 per terms of March 2017 Agreement approved by Compensation Committee.
- (7) Not applicable,

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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