SCHNEIDER PAMELA C

Form 4

January 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHNEIDER PAMELA C			2. Issuer Name and Ticker or Trading Symbol CORNING INC /NY [GLW]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE RIVE	ERFRONT PL	AZA	(Month/Day/Year) 01/03/2011	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CORNING, NY 14831				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
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(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					Indirect Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/03/2011		M	618	A	\$ 0	88,856	D	
Common Stock	01/03/2011		F	618	D	\$ 19.19	88,238	D	

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

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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 (ADisposed of (Instr. 3, 4, 5)	A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Stock Options (Right to Buy)	\$ 19.19	01/03/2011		A	8,685		01/03/2012(1)	01/02/2021	Common Stock	8,0
Restricted Stock Unit	(2)	01/03/2011		A	11,725		(3)	<u>(3)</u>	Common Stock	11,
Restricted Stock Unit	<u>(2)</u>	01/03/2011		M		618	<u>(4)</u>	<u>(4)</u>	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

SCHNEIDER PAMELA C ONE RIVERFRONT PLAZA CORNING, NY 14831

Executive Vice President

Signatures

Denise A. Hauselt, Power of Attorney 01/05/2011

**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 options vest in three equal annual installments beginning on January 3, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of Corning Incorporated Common Stock
 - The Restricted Stock Units vest 100% on February 14, 2014. Vested shares will be delivered to the reporting person within 60 (sixty)
- (3) days after February 14, 2014. Events such as retirement, death, disability, and others specified in the agreement may result in vesting prior to February 14, 2014.
- (4) Vesting to satisfy tax requirement pursuant to the December 2009 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.

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