

CORNING INC /NY
Form 4
August 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Kinlin Clark 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)
08/27/2014

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)
Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/27/2014 | | M | | 1,032 | A | \$ 0 |
| Common Stock | 08/27/2014 | | M | | 217 | A | \$ 0 |
| Common Stock | 08/27/2014 | | M | | 1,211 | A | \$ 0 |
| Common Stock | 08/27/2014 | | F | | 2,460 | D | \$ 20.49 |
| Common Stock | 08/27/2014 | | S | | 19,137 | D | \$ 20.5703 |
| | | | | | | | <u>(1)</u> |

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 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 Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | (2) | 08/27/2014 | | M | 1,032 | (3) (3) | Common Stock | 1,032 |
| Restricted Stock Unit | (2) | 08/27/2014 | | M | 217 | (4) (4) | Common Stock | 217 |
| Restricted Stock Unit | (2) | 08/27/2014 | | M | 1,211 | (5) (5) | Common Stock | 1,211 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Kinlin Clark S ONE RIVERFRONT PLAZA CORNING, NY 14831 | Director 10% Owner Officer Executive Vice President Other |

Signatures

Linda E. Jolly, Power of Attorney 08/28/2014

**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 price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$20.57 to \$20.58 inclusive. The reporting person undertakes to provide to Corning Incorporated, any security holder of Corning Incorporated, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth

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previously in this footnote.

- (2) Each restricted stock unit represented a contingent right to receive one share of Corning Incorporated Common Stock.
- (3) Vesting to satisfy tax requirement pursuant to the January 2012 agreement.
- (4) Vesting to satisfy tax requirement pursuant to the July 2012 agreement.
- (5) Vesting to satisfy tax requirement pursuant to the March 2013 agreement.

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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