CORNING INC /NY
Form 424B2
August 04, 2010
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**Filed Pursuant to Rule 424(b)(2)**

**Registration No. 333-155803**

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Amount to be Registered | Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|---|---|---|---|---|
| 4.250% Notes due 2020 | $300,000,000 | 99.082% | $297,246,000 | $21,193.64 |
| 5.750% Notes due 2040 | $400,000,000 | 99.320% | $397,280,000 | $28,326.06 |

(1) Calculated in accordance with Rule 457(o) and Rule 457(r) under the Securities Act of 1933. The total registration fee due for this offering is $49,519.70.

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**Filed Pursuant to Rule 424(b)(2)**

**Registration Statement No. 333-155803**

**Prospectus Supplement**

*(To Prospectus dated December 1, 2008)*

# $700,000,000

# $300,000,000 4.250% Notes due 2020

# $400,000,000 5.750% Notes due 2040

# Corning Incorporated

Corning Incorporated is offering an aggregate of $300,000,000 of 4.250% notes due 2020 (the 2020 notes ) and $400,000,000 of 5.750% notes due 2040 (the 2040 notes and, together with the 2020 notes, the notes ).

We will pay interest on the notes on February 15 and August 15 of each year, beginning on February 15, 2011. The 2020 notes will mature on August 15, 2020 and the 2040 notes will mature on August 15, 2040.

The notes are unsecured and rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will not be entitled to the benefit of any sinking fund and will not be listed on any securities exchange. There is no public market for either series of notes.

Concurrently with this offering, and pursuant to and in accordance with the terms of a separate offer to purchase, dated August 3, 2010, we are conducting a tender offer for up to an aggregate principal amount of $225 million of our 5.9% Notes due 2014, our 6.2% Notes due 2016 and our 8.875% Debentures due 2016. This offering is not conditioned upon completion of the tender offer. However, the closing of the tender offer is conditioned on the consummation of this offering.

We may redeem the notes of each series at our option at any time in whole or in part, at the redemption prices described in this prospectus supplement. If a change of control triggering event occurs, we will be required to make an offer to repurchase the notes for cash from the holders at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest to, but not including, the date of repurchase. See Description of the Notes Repurchase Upon Change of Control Triggering Event.

**Investing in the notes involves risks. For a discussion of certain factors that should be considered, see Risk Factors beginning on page S-8 of this prospectus supplement.**

| | Per 2020 Note | Total | Per 2040 Note | Total |
|---|---|---|---|---|
| Public offering price(1) | 99.082% | $ 297,246,000 | 99.320% | $ 397,280,000 |
| Underwriting discount | 0.650% | $ 1,950,000 | 0.875% | $ 3,500,000 |
| Proceeds, before expenses, to Corning Incorporated | 98.432% | $ 295,296,000 | 98.445% | $ 393,780,000 |

(1) Plus accrued interest, if any, from August 10, 2010, if settlement occurs after that date.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

The underwriters expect to deliver the notes to investors in book-entry form only through the facilities of The Depository Trust Company for the accounts of its direct and indirect participants (including Euroclear S.A./N.V., as operator of the Euroclear System, and Clearstream Banking S.A.) on or about August 10, 2010.

*Joint Book-Running Managers*

**Deutsche Bank Securities** **J.P. Morgan**

*Co-Managers*

**Wells Fargo Securities** **BofA Merrill Lynch** **Citi**

Prospectus Supplement dated August 3, 2010

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**You should rely only on the information contained in this prospectus supplement, the accompanying prospectus and the documents we have incorporated by reference. We have not authorized anyone to provide you with different information. We are not making an offer of the notes in any state where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or the information we have previously filed with the Securities and Exchange Commission that we incorporate by reference is accurate as of any date other than their respective dates. If information in this prospectus supplement updates information in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede that information in the accompanying prospectus.**

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### PROSPECTUS


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## ABOUT THIS PROSPECTUS SUPPLEMENT

*In this prospectus supplement, the words Corning, Company, we, us and our refer to Corning Incorporated and its subsidiaries.*

This prospectus supplement contains the terms of this offering. This prospectus supplement, and the information incorporated by reference in the accompanying prospectus, may add, update or change information in the accompanying prospectus. If information in this prospectus supplement, or the information incorporated by reference in the accompanying prospectus, is inconsistent with the accompanying prospectus, this prospectus supplement, or the information incorporated by reference in the accompanying prospectus, will control and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to in Where You Can Find More Information in the accompanying prospectus.

No dealer, salesperson or other individual has been authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by Corning, the underwriters or any other person. Neither the delivery of this prospectus supplement and the accompanying prospectus nor any sale made hereunder or thereunder shall under any circumstances create an implication that there has been no change in the affairs of Corning since the date hereof or thereof or that the information contained herein or therein is correct as of any time subsequent to its date.

This prospectus supplement and the accompanying prospectus do not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

## FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus supplement and the accompanying prospectus are forward-looking statements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and include estimates and assumptions related to economic, competitive and legislative developments. These estimates are subject to change and uncertainty which are, in many instances, beyond our control. There can be no assurance that future developments will be in accordance with management s expectations. Actual results could differ materially from those expected by us, depending on the outcome of various factors. These forward-looking statements involve risks and uncertainties that may cause the actual outcome to be materially different. Such risks and uncertainties include, but are not limited to, the following:

- global business, financial, economic and political conditions;
- tariffs and import duties;
- currency fluctuations between the U.S. dollar and other currencies, primarily the Japanese yen, Euro, and Korean won;

- product demand and industry capacity;
- competitive products and pricing;
- the availability and costs of critical components and materials;
- new product development and commercialization;
- order activity and demand from major customers;
- fluctuations in capital spending by customers;
- possible disruption in commercial activities due to terrorist activity, armed conflict, political or financial instability, natural disasters, or major health concerns;
- facility expansions and new plant start-up costs;
- the effect of regulatory and legal developments;
- the ability to pace capital spending to anticipated levels of customer demand;
- credit ratings and the ability to obtain financing and capital on commercially reasonable terms;
- adequacy and availability of insurance;
- financial risk management;
- acquisition and divestiture activities;
- rate of technology change;
- the level of excess or obsolete inventory;
- the ability to enforce patents;

adverse litigation;

product and components performance issues;

retention of key personnel;

stock price fluctuations;

trends for the continued growth of the Company s businesses;

the ability of research and development projects to produce revenues in future periods;

a downturn in demand or decline in growth rates for LCD glass substrates;

customer ability, most notably in the Display Technologies segment, to maintain profitable operations and obtain financing to fund their manufacturing expansions and ongoing operations;

the loss of significant customers;

fluctuations in supply chain inventory levels;

equity company activities, principally at Dow Corning Corporation and Samsung Corning Precision;

changes in tax laws and regulations;

changes in accounting rules and standards;

the potential impact of legislation, government regulations and other governmental action;

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potential liability for losses not covered by, or in excess of, insurance;

temporary idling of capacity;

the ability to implement productivity, consolidation and cost reduction efforts and to realize anticipated benefits;

restructuring actions and charges; and

other risks detailed in Corning s SEC filings.

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## PROSPECTUS SUPPLEMENT SUMMARY

Because this is a summary, it does not contain all of the information that may be important to you. To understand the specific terms of the notes, you should read this prospectus supplement, the accompanying prospectus and the information incorporated by reference in the accompanying prospectus carefully.

### About the Company

We trace our origins to a glass business established in 1851. Our present corporation was incorporated in the State of New York in December 1936, and our name was changed from Corning Glass Works to Corning Incorporated on April 28, 1989.

We are a global, technology-based corporation that operates in five reportable business segments: Display Technologies, Telecommunications, Environmental Technologies, Specialty Materials and Life Sciences. Corning manufactures and processes products at more than 60 plants in 13 countries.

The Display Technologies segment manufactures glass substrates for active matrix liquid crystal displays (LCDs), which are used primarily in notebook computers, flat panel desktop monitors and LCD televisions. The Telecommunications segment produces optical fiber and cable, and hardware and equipment products for the worldwide telecommunications industry. The Environmental Technologies segment products include ceramic substrates and diesel particulate filters for pollution control systems in stationary and mobile applications, including light-duty gasoline and diesel passenger cars and trucks, and heavy-duty diesel, on-road, non-road and retrofit vehicles. The Specialty Materials segment manufactures products that provide more than 150 material formulations for glass, glass ceramics and fluoride crystals to meet demand for unique customer needs. The Life Sciences segment manufactures laboratory products including general labware and equipment as well as tools for cell culture and bioprocess, genomics and proteomics, and high-throughput screening.

Our principal office is located at One Riverfront Plaza, Corning, New York 14831. Our telephone number is (607) 974-9000.

## RECENT DEVELOPMENTS

On August 3, 2010, we commenced a tender offer (the Tender Offer ) to purchase for cash up to an aggregate principal amount of $225 million of our 5.9% Notes due 2014, our 6.2% Notes due 2016 and our 8.875% Debentures due 2016 (collectively, the Outstanding Notes ). The Outstanding Notes that are tendered will be accepted in the following order:

- 5.9% Notes due 2014, provided, no more that $100 million of the 5.9% Notes will be accepted;

- 6.2% Notes due 2016; and

- 8.875% Debentures due 2016.

We reserved the right to increase the aggregate principal amount of Outstanding Notes that we will purchase in the Tender Offer to $250 million. As of July 30, 2010, the aggregate principal amount of the Outstanding Notes was $475 million. We intend to fund the purchase of the Outstanding Notes in the Tender Offer with a portion of the net proceeds from this offering.

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The Tender Offer is being made on the terms and subject to the conditions described in the offer to purchase, dated August 3, 2010 (the Offer to Purchase ). The Tender Offer is conditioned upon the satisfaction or waiver of certain conditions. The Tender Offer is being made solely pursuant to, and is governed by, the Offer to Purchase. We cannot assure you that the Tender Offer will be consummated in accordance with its terms, or at all, or that a significant principal amount of Outstanding Notes will be tendered and purchased in the Tender Offer. The consummation of the offering contemplated by this prospectus supplement is not conditioned on the consummation of the Tender Offer. The closing of the Tender Offer, however, is conditioned on the consummation of the offering of the notes contemplated by this prospectus supplement.

This prospectus supplement is not a solicitation for acceptance of the Tender Offer.

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**Summary of Certain Terms of the Notes**

| | |
|---|---|
| **Issuer** | Corning Incorporated |
| **Notes Offered** | $300,000,000 aggregate principal amount of 4.250% notes due 2020 (the 2020 notes ) and $400,000,000 aggregate principal amount of 5.750% notes due 2040 (the 2040 notes and, together with the 2020 notes, the notes ). |
| **Maturity Date** | The 2020 notes will mature on August 15, 2020, and the 2040 notes will mature on August 15, 2040. |
| **Interest Rate** | The 2020 notes will bear interest at the rate of 4.250% per year, and the 2040 notes will bear interest at the rate of 5.750% per year. |
| **Interest Payment Dates** | February 15 and August 15 of each year, beginning on February 15, 2011 (each, an Interest Payment Date ). |
| **Record Dates** | February 1 or August 1, as the case may be, of each year immediately preceding each Interest Payment Date. |
| **Optional Redemption** | The notes of each series will be redeemable in whole at any time or in part from time to time, at the Company s option, at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed; or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the then current Treasury Rate plus 25 basis points in the case of the 2020 notes and 30 basis points in the case of the 2040 notes. The Company will pay accrued and unpaid interest on the principal amount to be redeemed to the date of redemption. See Description of the Notes Optional Redemption. |
| **Ranking** | The notes are unsecured and rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. |
| **Use of Proceeds** | We intend to use a portion of the net proceeds to fund the purchase of the Outstanding Notes in the Tender Offer and to use any excess net proceeds not used in connection with the Tender Offer for general corporate purposes. See Use of Proceeds. |
| **Certain Covenants** | The indenture governing the notes contains certain affirmative and negative covenants that, among other things, will: |

limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our

| | |
|---|---|
| | subsidiaries to grant liens under certain circumstances on stock or indebtedness of certain of our subsidiaries, or on certain of our properties or those of certain subsidiaries, to secure our debt or that of any other person without providing equal and ratable security for the notes; and |
| | limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our subsidiaries to enter into sale/leaseback transactions. |
| **Further Issuances** | We may from time to time, without notice to or consent of the holders of either series of notes, issue further notes of a series ranking equally and ratably with the notes of such series. |
| **Repurchase Upon a Change of Control Triggering Event** | Upon the occurrence of a Change of Control Triggering Event (as defined herein), we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Repurchase Upon Change of Control Triggering Event. |
| **Form and Denominations** | The notes will initially be represented by one or more global securities registered in the name of a nominee of The Depository Trust Company, New York, New York ( DTC ). The notes will be issued in registered form only, without coupons, in denominations of $2,000 and integral multiples of $1,000 in excess thereof. |
| **Trustee** | The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, N.A., formerly The Chase Manhattan Bank). |

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## RISK FACTORS

*You should consider carefully the following risks, together with the other information included or incorporated by reference in this prospectus supplement, before making a decision to participate in an offering for the sale of the notes. Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, also may impair our business operations. We cannot assure you that any of the events discussed in the risk factors below will not occur. If they do, our business, financial condition or results of operations could be materially and adversely affected. In such case, the trading price of our securities, including the notes, could decline, and you might lose all or part of your investment.*

### Risks Relating to our Business

See the risk factors set forth in Corning s Annual Report on Form 10-K for the year ended December 31, 2009, and which are incorporated by reference in this prospectus supplement, for a discussion of certain risks relating to our business.

### Risks Relating to the Notes

**If an active trading market does not develop for the notes, you may be unable to sell your notes or to sell your notes at a price that you deem sufficient.**

The notes are new issues of securities for which there currently is no established trading market. We do not intend to list the notes on a national securities exchange. While the underwriters of the notes have advised us that they intend to make a market in the notes, the underwriters will not be obligated to do so and may stop their market-making at any time. We cannot assure you:

- that a market for the notes will develop or continue;
- as to the liquidity of any market that does develop; or
- as to your ability to sell any notes you may own, or the price at which you may be able to sell your notes.

**The notes are structurally subordinated to the indebtedness and other liabilities of our subsidiaries and our ability to service our debt is dependent on the performance of our subsidiaries.**

The notes are our obligations exclusively and are not guaranteed by any of our subsidiaries. Accordingly, the notes are structurally subordinated to the liabilities, including trade payables, lease commitments and moneys borrowed, of our subsidiaries. In addition, the indenture governing the notes does not contain any limitation on the amount of liabilities, such as trade payables, that may be incurred by our subsidiaries. Moreover, our right to receive assets of any subsidiary upon its liquidation or reorganization, and the ability of holders of the notes to benefit indirectly from those assets, will be effectively subordinated to the claims of creditors, including trade creditors, of that subsidiary.

A majority of our operations are conducted through our subsidiaries. We expect that payments of interest and principal that we make on the notes will be made only to the extent that our operating subsidiaries can distribute cash or other property to us. Our subsidiaries are separate legal entities that have no obligation to pay any amounts due under the notes or to make any funds available to us for that purpose, whether by dividends, loans or other payments.

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**The indenture does not restrict the amount of additional debt that we may incur.**

The notes and the indenture under which the notes will be issued do not place any limitation on the amount of unsecured debt that may be incurred by us. Our incurrence of additional debt may have important consequences for you as a holder of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes, a loss in the trading value of your notes, if any, and a risk that the credit rating of the notes is lowered or withdrawn.

**We may not be able to repurchase the notes upon a change of control, which would result in a default under the notes.**

Upon the occurrence of specific kinds of change of control events, if the notes cease to be rated investment grade by the rating agencies, and unless we have exercised our right to redeem the notes, each holder of notes will have the right to require us to repurchase all or any part of such holder s notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. If we experience a Change of Control Triggering Event (as defined in Description of the Notes Repurchase Upon Change of Control Triggering Event ), there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. The terms of our other existing credit facilities and other financing arrangements may require repayment of amounts outstanding in the event of a change of control and limit our ability to fund the repurchase of notes in certain circumstances. Our failure to purchase the notes as required by their terms would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes and could lead to a cross-default under the terms of our existing and future indebtedness. See Description of the Notes Repurchase Upon Change of Control Triggering Event.

**The provisions in the indenture and the notes relating to change of control transactions will not necessarily afford you protection in the event of a highly leveraged transaction.**

The provisions in the indenture and the notes relating to change of control transactions will not necessarily afford you protection in the event of a highly leveraged transaction that may adversely affect you, including a reorganization, restructuring, merger or other similar transaction involving us. These transactions may not involve a change in voting power or beneficial ownership or, even if they do, may not involve a change of the magnitude or on the terms required under the definition of Change of Control Triggering Event.

**Changes in our credit ratings or the debt markets could adversely affect the price of the notes.**

The price at which the notes may be sold depends on many factors, including:

- our credit ratings with major credit rating agencies;
- the prevailing interest rates being paid by, or the market price for the notes issued by, other comparable companies or companies in similar industries to us;
- our financial condition, financial performance and future prospects;
- the overall condition of the financial markets; and
- the market, if any, for the notes.

Financial market conditions and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the notes. In addition, credit rating agencies periodically review their ratings and ratings outlook for various companies, including us. The credit rating agencies evaluate our industry as a whole, our competitors and various markets in which we compete, and may change their credit rating for us based on their view of these factors. A negative change in our rating or outlook could have an adverse effect on the price of the notes.

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## USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes offered by this prospectus supplement will be approximately $689 million after deducting the underwriting discount and the estimated offering expenses we will pay. We estimate that our share of the total expenses of this offering, excluding the underwriting discount, will be approximately $400,000.

We intend to use a portion of the net proceeds to fund the purchase of the Outstanding Notes in the Tender Offer and to use any excess net proceeds not used in connection with the Tender Offer for general corporate purposes.

In connection with the Tender Offer, we intend to purchase for cash up to an aggregate principal amount of $225 million of the Outstanding Notes. We reserved the right to increase the aggregate principal amount of Outstanding Notes that we will purchase in the Tender Offer to $250 million. As of July 30, 2010, the aggregate principal amount of the Outstanding Notes was $475 million. The consummation of the offering contemplated by this prospectus supplement is not conditioned on the consummation of the Tender Offer. The closing of the Tender Offer, however, is conditioned on the consummation of the offering of the notes contemplated by this prospectus supplement.

We will invest the net proceeds in short-term, interest-bearing, investment-grade obligations until they are applied as described above.

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## CAPITALIZATION

The following table sets forth our capitalization on a consolidated basis as of June 30, 2010. We have presented our capitalization:

- on an actual basis; and
- on an as adjusted basis to reflect the issuance of the notes offered hereby.

You should read the following table along with our financial statements and the accompanying notes to those financial statements, together with management s discussion and analysis of financial condition and results of operations, set forth in our annual report on Form 10-K for the year ended December 31, 2009 and our quarterly report on Form 10-Q for the period ended June 30, 2010 as well as other filings and reports, that we have incorporated by reference in this prospectus supplement.

| | June 30, 2010 | |
|---|---|---|
| | Actual | As Adjusted(1) |
| | (in millions, except share and per share amounts) | |
| Cash, cash equivalents, and short-term investments | $ 4,259 | $ 4,948 |
| Current maturities of long-term debt | $ 24 | $ 24 |
| Long-term debt excluding current maturities(2) | 1,927 | 1,927 |
| 4.250% Notes due 2020 | | 300 |
| 5.750% Notes due 2040 | | 400 |
| Total long-term debt excluding current maturities | 1,927 | 2,627 |
| Shareholders equity: | | |
| Common Stock par value $0.50 per share; shares authorized: 3.8 billion; shares issued: 1,623 million | 812 | 812 |
| Additional paid-in capital | 12,802 | 12,802 |
| Retained earnings | 5,208 | 5,208 |
| Treasury stock, at cost; Shares held: 65 million | (1,224) | (1,224) |
| Accumulated other comprehensive loss (Note 16) | (606) | (606) |
| Total Corning Incorporated shareholders equity | 16,992 | 16,992 |
| Noncontrolling interests | 50 | 50 |
| Total equity | 17,042 | 17,042 |
| **Total Capitalization** | $ 18,969 | $ 19,669 |

(1) Does not give effect to the Tender Offer. Assuming the Tender Offer is successful and Outstanding Notes in an aggregate principal amount of $225 million are repurchased in the Tender Offer for an estimated cost of $262 million, cash would be reduced by $262 million and long-term debt would be reduced by $225 million. See Prospectus Supplement Summary Recent Developments.

(2) Long-term debt excluding current maturities includes $475 million in aggregate principal amount of the Outstanding Notes, which are subject to the Tender Offer. See Prospectus Supplement Summary Recent Developments.

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## RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges for each of the periods indicated is as follows:

| | Six Months Ended June 30, 2010 | Year Ended December 31, 2009 | 2008 | 2007 | 2006 | 2005 |
|---|---|---|---|---|---|---|
| Ratio of earnings to fixed charges | 18.2x | 10.3x | 19.7x | 15.3x | 10.6x | 6.3x |

For purposes of computing the ratio of earnings to fixed charges, earnings consist of income from continuing operations before taxes on income, and adjusted for (i) dividends received from equity investees; (ii) amortization of previously capitalized interest; and (iii) fixed charges net of capitalized interest.

Fixed charges consist of: (i) interest on indebtedness, including capitalized interest; (ii) amortization of debt issuance costs; and (iii) a portion of rental expenses which represents an appropriate interest rate factor.

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## DESCRIPTION OF THE NOTES

The following discussion of the terms of the notes supplements the description of the general terms and provisions of the debt securities contained in the accompanying prospectus and identifies the general terms and provisions, if any, described in the accompanying prospectus that will not apply to the notes. To the extent this summary differs from the summary in the accompanying prospectus, you should rely on the description of notes in this prospectus supplement.

We will issue the notes under an indenture (the Indenture ) dated as of November 8, 2000, between us and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, N.A., formerly The Chase Manhattan Bank), as trustee.

The following summary of certain provisions of the Indenture, the officers certificate issued in accordance with the Indenture and the notes does not purport to be complete and is subject to, and qualified in its entirety by reference to, all the provisions of the Indenture, the officers certificate and the notes, including the definitions therein of certain terms. Because the following is only a summary, it does not contain all of the information that you may find useful in evaluating an investment in the notes. We urge you to read the Indenture, officers certificate and the notes because they, and not this description, define your rights as holders of the notes. You may obtain a copy of the Indenture and the officers certificate (which includes the forms of the notes) from us upon request, as set forth under Where You Can Find Additional Information.

**Title**

4.250% Notes due 2020 (the 2020 notes ) and 5.750% Notes due 2040 (the 2040 notes and, together with the 2020 notes, the notes ).

**Further Issuances**

Corning may, without notice to or consent of the holders of the notes, re-open this offering and issue additional notes of a series having the same ranking, interest rate, maturity date and other terms as the notes of such series being offered by this prospectus supplement. The notes and the Indenture under which the notes will be issued do not place any limitation on the amount of unsecured debt that may be incurred by us. Any additional notes of a series, together with the notes of such series offered by this prospectus supplement, will constitute a single series of debt securities under the Indenture.

**Total Initial Principal Amount of the Notes**

$300,000,000 for the 2020 notes and $400,000,000 for the 2040 notes.

**Maturity of the Notes**

The 2020 notes will mature on August 15, 2020, and the 2040 notes will mature on August 15, 2040.

**Interest Rates on the Notes**

The interest rate on the 2020 notes is 4.250% per year, and the interest rate on the 2040 notes is 5.750% per year, in each case computed on the basis of a 360-day year consisting of twelve 30-day months.

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**Date Interest Begins to Accrue on the Notes**

Interest will begin to accrue on the notes on August 10, 2010.

**Interest Payment Dates**

Corning will pay interest on the notes on February 15 and August 15 of each year (each an Interest Payment Date ). Interest payable on each Interest Payment Date will include interest accrued from August 10, 2010 or from the most recent Interest Payment Date to which interest has been paid or duly provided for.

**First Interest Payment Date**

February 15, 2011.

**Regular Record Dates for Interest**

Corning will pay interest payable on any Interest Payment Date to the person in whose name a note is registered at the close of business on February 1 or August 1, as the case may be, next preceding such Interest Payment Date.

**Ranking**

The notes are our unsecured obligations and will rank equally in right of payment with all of our other existing and future unsecured, unsubordinated obligations. The notes are not secured by any of our assets. Claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to those assets. At June 30, 2010, we had no secured debt outstanding.