

CORNING INC /NY

Form 4

February 14, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOUGHTON JAMES R

(Last) (First) (Middle)

80 E. MARKET ST., SUITE 300

(Street)

CORNING, NY 14830

(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)

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	02/12/2008		M		30,000	A	\$ 4.06	59,411	D
Common Stock	02/12/2008		M		60,000	A	\$ 4.15	119,411	D
Common Stock	02/12/2008		S		1,200	D	\$ 23.7	118,211	D
Common Stock	02/12/2008		S		3,500	D	\$ 23.72	114,711	D
Common Stock	02/12/2008		S		800	D	\$ 23.73	113,911	D
	02/12/2008		S		2,900	D		111,011	D

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Common Stock					\$ 23.74			
Common Stock	02/12/2008	S	3,000	D	\$ 23.75	108,011	D	
Common Stock	02/12/2008	S	1,200	D	\$ 23.76	106,811	D	
Common Stock	02/12/2008	S	900	D	\$ 23.77	105,911	D	
Common Stock	02/12/2008	S	1,000	D	\$ 23.78	104,911	D	
Common Stock	02/12/2008	S	500	D	\$ 23.79	104,411	D	
Common Stock	02/12/2008	S	7,100	D	\$ 23.8	97,311	D	
Common Stock	02/12/2008	S	4,000	D	\$ 23.81	93,311	D	
Common Stock	02/12/2008	S	5,300	D	\$ 23.82	88,011	D	
Common Stock	02/12/2008	S	13,600	D	\$ 23.83	74,411	D	
Common Stock	02/12/2008	S	20,800	D	\$ 23.7	53,611	D	
Common Stock	02/12/2008	S	17,500	D	\$ 23.71	36,111	D	
Common Stock	02/12/2008	S	6,700	D	\$ 23.72	29,411	D	
Common Stock						9,782	I	by wife ⁽¹⁾
Common Stock						41,150	I	by GRAT
Common Stock						44,267	I	by GRAT

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)

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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.
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.06	02/12/2008		M	30,000	<u>(2)</u> 12/03/2012	Common Stock	30,000
Stock Option (right to buy)	\$ 4.15	02/12/2008		M	60,000	<u>(3)</u> 02/02/2013	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUGHTON JAMES R 80 E. MARKET ST. SUITE 300 CORNING, NY 14830		X		

Signatures

John R. Alexander, as Attorney-in-Fact, pursuant to Power of Attorney dated July 12, 2005.

02/14/2008

__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).

(1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) The options vested in three equal installments on 12/04/2003, 12/04/2004, and 12/04/2005.

(3) The options vested in three equal installments on 02/03/2004, 02/03/2005, and 02/03/2006.

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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