SCHNEIDER PAMELA C

Form 4

February 06, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed appropriate Section 1((x) of the Secretic Frederics Act of 1024

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and SCHNEID	Person *	Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	of Earliest	Γransaction	(eneck all applicatio)				
ONE RIVERFRONT PLAZA			(Month/) 02/06/2	Day/Year) 2008		Director X Officer (below)				
(Street)			4. If Am	endment, E	Date Original	6. Individual or Joint/Group Filing(Check				
CORNING, NY 14831			Filed(Mo	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Ac	equired, Dispose	d of, or Benef	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. Transacti Code	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial		

(City)	(State)	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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)		
Common Stock	02/06/2008		A(1)	10,000	A	\$0	187,622	D			
Common Stock							1,266 (2)	I	Held by Spouse		
Common Stock							7,521.62	I	Held by Spouse - Employee Benefit Plan		
Common Stock							675.97	I	Trustee U/Employee Benefit Plan		

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			`		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
							Exercisable Date	Title Numb	Number		
								Dute		of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHNEIDER PAMELA C ONE RIVERFRONT PLAZA CORNING, NY 14831

Senior Vice President

Signatures

Denise A. Hauselt, Power of Attorney

02/06/2008

**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).
- (2) The reporting person disclaims beneficial ownership of all securities held by spouse.
- (1) These shares were granted under the Incentive Stock Plan of Corning Incorporated and are subject to the restrictions and terms contained in an agreement dated February 6, 2008.

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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