

CORNING INC /NY
Form 4
November 10, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
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)
11/08/2005

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)
Chairman of the Board

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	11/08/2005		M		39,526	A	\$ 8.7
Common Stock	11/08/2005		S		39,526	D	\$ 19.4756
Common Stock	11/08/2005		S		12,000	D	\$ 19.3711
Common Stock	11/08/2005		G		29,852	D	\$ 19.3711
Common Stock	11/09/2005		M		39,526	A	\$ 8.7

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Common Stock	11/09/2005		S	39,526	D	\$ 19.192	788,560	D	
Common Stock	11/09/2005		S	12,000	D	\$ 19.2242	776,560	D	
Common Stock	11/10/2005		M	39,526	A	\$ 8.7	816,086	D	
Common Stock	11/10/2005		S	39,526	D	\$ 19.3521	776,560	D	
Common Stock	11/10/2005		S	12,659	D	\$ 19.38	763,901	D	
Common Stock							9,782	I	by wife <u>(2)</u>

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.7	11/08/2005		M	39,526	<u>(3)</u> 12/05/2005	Common Stock	39,526
Stock Option (right to buy)	\$ 8.7	11/09/2005		M	39,526	<u>(3)</u> 12/05/2005	Common Stock	39,526
Stock Option (right to buy)	\$ 8.7	11/10/2005		M	39,526	<u>(3)</u> 12/05/2005	Common Stock	39,526

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		Chairman of the Board	

Signatures

J. Philip Hunter, as Attorney-in-Fact pursuant to Power of Attorney dated July 12, 2005	11/10/2005
**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) Change in ownership represents a gift for which 'price' is not applicable.
 - (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - (3) The options were granted on December 6, 1995 and vested 50% on February 1, 1999 and 50% on February 1, 2000.

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.