WEEKS WENDELL P

Form 4

February 03, 2012

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WEEKS WENDELL P			2. Issuer Name and Ticker or Trading Symbol CORNING INC /NY [GLW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
ONE RIVERFRONT PLAZA			(Month/Day/Year) 02/01/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, CEO & President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
CORNING, NY 14831			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative Se	ecuriti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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	02/01/2012		Code V M	Amount 504,790	(D)	Price \$ 0 (2)	886,236	I	By Trust
Common Stock	02/01/2012		F	224,806	D	\$ 12.9	661,430	I	By Trust

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

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SEC 1474

(9-02)

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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 (Acquired (ADisposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title a Underly (Instr. 3
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to Buy)	\$ 12.9	02/01/2012		A	113,049		02/01/2015(1)	01/31/2022	Comm
Performance Share Unit	<u>(2)</u>	02/01/2012		M		504,790	(2)	(3)	Comm

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporting of the France of France of	Director	10% Owner	Officer	Other			
WEEKS WENDELL P ONE RIVERFRONT PLAZA CORNING, NY 14831	X		Chairman, CEO & President				

Signatures

Denise A. Hauselt, Power of Attorney 02/03/2012

**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 options will vest 100% at the end of three years from grant date.
- (2) Each Performance Share Unit represented a contingent right to receive one share of GLW common stock.
- (3) Earned Performance Share Units awarded February 3, 2010, remained restricted until February 1, 2012, when they vested and converted into GLW common stock per terms of December 2008 Agreement approved by Compensation Committee.

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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