

FLAWS JAMES B
Form 4
February 08, 2006

FORM 4

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

OMB APPROVAL

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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 *
FLAWS JAMES B

(Last) (First) (Middle)

ONE RIVERFRONT PLAZA

(Street)

CORNING, NY 14831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CORNING INC /NY [GLW]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2006

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)

VICE CHAIRMAN & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/06/2006 | | M | 322,500 | A \$ 21.15 | 780,325 | D |
| Common Stock | 02/06/2006 | | S | 322,500 | D \$ 24.12 | 457,825 | D |
| Common Stock | 02/07/2006 | | M | 6,000 | A \$ 14.11 | 463,825 | D |
| Common Stock | 02/07/2006 | | M | 6,000 | A \$ 11.77 | 469,825 | D |
| Common Stock | 02/07/2006 | | M | 189,945 | A \$ 9.95 | 659,770 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------|----------------------|---|---------------------------------|
| Common Stock | 02/07/2006 | S | 12,000 | D | \$ 23.85 | 647,770 | D | |
| Common Stock | 02/07/2006 | S | 189,945 | D | \$ 23.56 | 457,825 | D | |
| Common Stock | 02/08/2006 | M | 100,000 | A | \$ 7.74 | 557,825 | D | |
| Common Stock | 02/08/2006 | S | 100,000 | D | \$ 24.02 | 457,825 | D | |
| Common Stock | | | | | | 4,200 ⁽¹⁾ | I | HELD BY WIFE |
| Common Stock | | | | | | 15,424.46 | I | TRUSTEE U/EMPLOYEE BENEFIT PLAN |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Options (Right to buy) | \$ 7.74 | 02/08/2006 | | M | 100,000 | 02/01/2003 | 01/31/2012 | Common Stock | 100,000 |
| Stock Options (Right to buy) | \$ 9.95 | 02/07/2006 | | M | 189,945 | 12/05/2002 | 12/04/2011 | Common Stock | 189,945 |
| Stock Options (Right to buy) | \$ 11.77 | 02/07/2006 | | M | 6,000 | 02/01/1999 | 12/02/2007 | Common Stock | 6,000 |
| | \$ 14.11 | 02/07/2006 | | M | 6,000 | 02/01/1999 | 02/04/2007 | | 6,000 |

Stock
Options
(Right to
buy)

Common
Stock

Stock
Options
(Right to
buy)

\$ 21.15

02/06/2006

M

322,500

05/15/2002

05/14/2006

Common
Stock

322,500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAWS JAMES B ONE RIVERFRONT PLAZA CORNING, NY 14831 | X | | VICE CHAIRMAN & CFO | |

Signatures

Denise A. Hauselt, Power of Attorney
02/08/2006

__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 all securities held by wife.

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.