

CORNING INC /NY
Form 4
December 03, 2015

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)
12/01/2015

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

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	12/01/2015		M	62,888 A \$ 0 ⁽¹⁾	337,962	D	
Common Stock	12/01/2015		M	40,288 A \$ 0 ⁽¹⁾	378,250	D	
Common Stock	12/01/2015		M	35,365 A \$ 0 ⁽¹⁾	413,615	D	
Common Stock	12/01/2015		F	69,022 D \$ 18.82	344,593	D	

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
Restricted Stock Unit	(1)	12/01/2015		D	3,215	(2) (2)	Common Stock	3,215
Restricted Stock Unit	(1)	12/01/2015		M	62,888	(4) (4)	Common Stock	62,888
Restricted Stock Unit	(1)	12/01/2015		M	40,288	(5) (5)	Common Stock	40,288
Restricted Stock Unit	(1)	12/01/2015		M	35,365	(6) (6)	Common Stock	35,365

Reporting Owners

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

Signatures

Linda E. Jolly, Power of Attorney
12/03/2015

__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) Each restricted stock unit represents a contingent right to receive one share of Corning Incorporated Common Stock.

(2) Mr. Flaws retired effective December 1, 2015. Restricted Stock Units awarded March 31, 2015 remained restricted until December 1, 2015, when 3,215 units were forfeited and 35,365 units vested and converted into GLW common stock per terms of the March 2015

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Agreement approved by Compensation Committee.

- (3) Each restricted stock unit represented a contingent right to receive one share of Corning Incorporated Common Stock. The 3,215 units were forfeited per terms of the March 31, 2015 Agreement approved by Compensation Committee.
- (4) Earned Restricted Stock Units awarded March 28, 2013 remained restricted until December 1, 2015, when they vested and converted into GLW common stock per terms of the March 2013 Agreement approved by Compensation Committee.
- (5) Earned Restricted Stock Units awarded March 31, 2014 remained restricted until December 1, 2015, when they vested and converted into GLW common stock per terms of the March 2014 Agreement approved by Compensation Committee.
- (6) Earned Restricted Stock Units awarded March 31, 2015 remained restricted until December 1, 2015, when they vested and converted into GLW common stock per terms of the March 2015 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.

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