

CORNING INC /NY
Form 4
August 12, 2016

FORM 4

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

OMB APPROVAL

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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 *
Ferrero Lisa

(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)
08/10/2016

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)
Senior Vice President & CAO

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	08/10/2016		M		15,000	A	\$ 21.89	24,963	D	
Common Stock	08/10/2016		M		7,500	A	\$ 18.85	32,463	D	
Common Stock	08/10/2016		M		7,500	A	\$ 20.86	39,963	D	
Common Stock	08/10/2016		S		30,000	D	\$ 22.8532	9,963	D	
Common Stock -	08/10/2016		M		9,000	A	\$ 21.89	9,000	I	Held by Spouse ⁽²⁾

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Held by Spouse									
Common Stock - Held by Spouse	08/10/2016	M	4,500	A	\$ 18.85	13,500	I		Held by Spouse <u>(2)</u>
Common Stock - Held by Spouse	08/10/2016	M	4,500	A	\$ 20.86	18,000	I		Held by Spouse <u>(2)</u>
Common Stock - Held by Spouse	08/10/2016	S	18,000	D	\$ 22.869 <u>(3)</u>	0	I		Held by Spouse <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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options (Right to Buy)	\$ 21.89	08/10/2016		M	15,000	12/06/2007	12/05/2016	Common Stock	15,000
Stock Options (Right to Buy)	\$ 18.85	08/10/2016		M	7,500	01/02/2009	01/01/2017	Common Stock	7,500
Stock Options (Right to Buy)	\$ 20.86	08/10/2016		M	7,500	02/01/2010	01/31/2017	Common Stock	7,500

Stock Options (Right to Buy)	\$ 21.89	08/10/2016	M	9,000	12/06/2007	12/05/2016	Common Stock	9,000
Stock Options (Right to Buy)	\$ 18.85	08/10/2016	M	4,500	01/02/2009	01/01/2017	Common Stock	4,500
Stock Options (Right to Buy)	\$ 20.86	08/10/2016	M	4,500	02/01/2010	01/31/2017	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferrero Lisa ONE RIVERFRONT PLAZA CORNING, NY 14831			Senior Vice President & CAO	

Signatures

Linda E. Jolly, Power of Attorney
08/12/2016

__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).
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.847 to \$22.867, inclusive. The reporting person undertakes to provide to Corning Incorporated, any security holder of Corning Incorporated, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth previously in this footnote.
 - (1) The Reporting Person disclaims beneficial ownership of all securities held by spouse.
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.867 to \$22.877, inclusive. The reporting person undertakes to provide to Corning Incorporated, any security holder of Corning Incorporated, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth previously in this footnote.
 - (3)

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.