

BROWN ROBERT B
Form 4
November 15, 2005

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 *
BROWN ROBERT 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)
11/14/2005

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)
EXECUTIVE VICE PRESIDENT

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 | 11/14/2005 | | I ⁽¹⁾ | 22,281.1 D \$ 20.05 | 0 | I | TRUSTEE W/EMPLOYEE BENEFIT PLAN |
| Common Stock | 11/14/2005 | | M | 19,500 A \$ 9.38 | 85,000 | D | |
| Common Stock | 11/14/2005 | | M | 30,000 A \$ 9.95 | 115,000 | D | |
| Common Stock | 11/14/2005 | | S | 49,500 D \$ 20.1 | 65,500 | 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 Underlying Securities (Instr. 3 and 4) | Amount |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|--------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Phantom Stock | \$ 0 (2) | 11/14/2005 | | I(3) | V (A) 13,122.59 (D) | (4) | (4) | Common Stock | 13,122 |
| Stock Options | \$ 9.38 | 11/14/2005 | | M | 19,500 | 02/01/2000 | 10/05/2008 | Common Stock | 19,500 |
| Stock Options | \$ 9.95 | 11/14/2005 | | M | 30,000 | 12/05/2002 | 12/04/2011 | Common Stock | 30,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

BROWN ROBERT B
ONE RIVERFRONT PLAZA
CORNING, NY 14831

EXECUTIVE VICE PRESIDENT

Signatures

Denise A. Hauselt, Power of
Attorney

11/15/2005

**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) Intra-plan transfer of funds from Corning common stock fund of 401(k) Investment Plan to another fund within the Plan.

(2) 1 for 1 conversion of phantom stock units

(3) Intra-plan transfer of funds from phantom stock units in Supplemental Investment Plan into another fund within the Plan.

(4) The reported Phantom Stock Units are acquired on a monthly basis pursuant to the terms of Corning's Supplemental Investment Plan and will be settled for cash at fair market value on or after the reporting person's retirement or other termination of service.

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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