

MILLER JOSEPH A  
Form 4  
May 02, 2012

**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 \*  
MILLER JOSEPH A

(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)  
05/01/2012

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)  
Former Executive Officer

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 or Price		
Common Stock	05/01/2012		M		32,946 A \$ 0	152,086	D
Common Stock	05/01/2012		M		30,136 A \$ 0	182,222	D
Common Stock	05/01/2012		M		15,337 A \$ 0	197,559	D
Common Stock	05/01/2012		F		35,214 D \$ 14.32	162,345	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	<u>(1)</u>	05/01/2012		M	32,946	<u>(4)</u> <u>(4)</u>	Common Stock	32,946
Restricted Stock Unit	<u>(1)</u>	05/01/2012		M	30,136	<u>(3)</u> <u>(3)</u>	Common Stock	30,136
Restricted Stock Unit	<u>(1)</u>	05/01/2012		M	15,337	<u>(5)</u> <u>(5)</u>	Common Stock	15,337
Restricted Stock Unit	<u>(1)</u>	05/01/2012		D	30,675 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	30,675

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JOSEPH A ONE RIVERFRONT PLAZA CORNING, NY 14831				Former Executive Officer

## Signatures

Denise A. Hauselt, Power of Attorney      05/02/2012

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

(2) A prorated number of restricted stock units from the January 1, 2012 grant were forfeited at retirement pursuant to the 1/12 agreement.

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- (3) Earned units vested at retirement pursuant to the 1/11 agreement.
- (4) Earned units vested at retirement pursuant to the 12/09 agreement.
- (5) Earned units vested at retirement pursuant to the 1/12 agreement.

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