

CORNING INC /NY

Form 4

January 26, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Morse David L

(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)

01/25/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	01/25/2017		M		20,500	A	\$ 24.92	64,129	D
Common Stock	01/25/2017		M		10,250	A	\$ 23.37	74,379	D
Common Stock	01/25/2017		M		10,250	A	\$ 24.61	84,629	D
Common Stock	01/25/2017		M		31,258	A	\$ 13.33	115,887	D
Common Stock	01/25/2017		M		28,736	A	\$ 14.5	144,623	D

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Common Stock	01/25/2017	M	27,109	A	\$ 15.37	171,732	D
Common Stock	01/25/2017	S	128,103	D	\$ 26.7021 (1)	43,629	D

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

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SEC 1474
(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 or Number of Shares
Stock Options (Right to Buy)	\$ 24.92	01/25/2017		M	20,500	12/05/2008 12/04/2017	Common Stock 20,500
Stock Options (Right to Buy)	\$ 23.37	01/25/2017		M	10,250	01/02/2010 01/01/2018	Common Stock 10,250
Stock Options (Right to Buy)	\$ 24.61	01/25/2017		M	10,250	02/01/2011 01/31/2018	Common Stock 10,250
Stock Options (Right to Buy)	\$ 13.33	01/25/2017		M	31,258	03/28/2016 03/27/2023	Common Stock 31,258
Stock Options (Right to Buy)	\$ 14.5	01/25/2017		M	28,736	04/30/2016 04/29/2023	Common Stock 28,736
	\$ 15.37	01/25/2017		M	27,109	05/31/2016 05/30/2023	27,109

Stock
Options
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morse David L ONE RIVERFRONT PLAZA CORNING, NY 14831			Executive Vice President	

Signatures

Linda E. Jolly, Power of Attorney
01/26/2017

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.58 to \$26.7850, inclusive. The reporting person undertakes to provided 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.

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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