

FLAWS JAMES B  
Form 4  
February 08, 2006

**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 \*  
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)  
02/06/2006

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 & CFO

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	02/06/2006		M	322,500	A \$ 21.15	780,325	D
Common Stock	02/06/2006		S	322,500	D \$ 24.12	457,825	D
Common Stock	02/07/2006		M	6,000	A \$ 14.11	463,825	D
Common Stock	02/07/2006		M	6,000	A \$ 11.77	469,825	D
Common Stock	02/07/2006		M	189,945	A \$ 9.95	659,770	D

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Common Stock	02/07/2006	S	12,000	D	\$ 23.85	647,770	D	
Common Stock	02/07/2006	S	189,945	D	\$ 23.56	457,825	D	
Common Stock	02/08/2006	M	100,000	A	\$ 7.74	557,825	D	
Common Stock	02/08/2006	S	100,000	D	\$ 24.02	457,825	D	
Common Stock						4,200 <sup>(1)</sup>	I	HELD BY WIFE
Common Stock						15,424.46	I	TRUSTEE U/EMPLOYEE BENEFIT PLAN

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities
Stock Options (Right to buy)	\$ 7.74	02/08/2006		M	100,000	02/01/2003 01/31/2012	Common Stock 100,000
Stock Options (Right to buy)	\$ 9.95	02/07/2006		M	189,945	12/05/2002 12/04/2011	Common Stock 189,945
Stock Options (Right to buy)	\$ 11.77	02/07/2006		M	6,000	02/01/1999 12/02/2007	Common Stock 6,000
	\$ 14.11	02/07/2006		M	6,000	02/01/1999 02/04/2007	6,000

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	\$ 21.15	02/06/2006		M	322,500	05/15/2002	05/14/2006	Common Stock	322,500

## Reporting Owners

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

## Signatures

Denise A. Hauselt, Power of Attorney 02/08/2006

\_\_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 Reporting Person disclaims beneficial ownership of all securities held by wife.

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.