#### OCONNOR JAMES J

Form 4 April 29, 2011

# FORM 4

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

**OMB** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* OCONNOR JAMES J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CORNING INC /NY [GLW]

(Check all applicable)

(Last)

(First)

(Street)

(State)

(Month/Day/Year)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director Officer (give title

10% Owner \_X\_ Other (specify

ONE RIVERFRONT PLAZA

(Month/Day/Year) 04/28/2011

below) below) Retired Director

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

(Instr. 8)

Form filed by More than One Reporting

(Instr. 4)

Person

CORNING, NY 14831

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if TransactiorDerivative Securities **Expiration Date** Underlying Securitie Security or Exercise Code Acquired (A) or (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	nstr. 8) Disposed of (D) (Instr. 3, 4, and 5)					
				Code	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock	\$ 0 (1)	04/28/2011		A	895.1		(2)	(2)	Common Stock	89
Phantom Stock	\$ 0 (1)	04/28/2011		M		127,611.44	(2)	(2)	Common	127,

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OCONNOR JAMES J ONE RIVERFRONT PLAZA CORNING, NY 14831

Retired Director

# **Signatures**

Denise A. Hauselt, Power of Attorney

04/29/2011

\*\*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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Distribution of phantom stock units in cash under the Non-Employee Directors' Deferred Compensation Plan upon Mr. O'Connor's retirement as a Director of Corning.

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.

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