

CORNING INC /NY  
Form 4  
February 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**HOUGHTON JAMES R**

(Last) (First) (Middle)  
80 E. MARKET ST., SUITE 300  
(Street)

CORNING, NY 14830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CORNING INC /NY [GLW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2008

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)

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	(A) or (D)	Price
Common Stock	02/12/2008		M		30,000	A	\$ 4.06 59,411
Common Stock	02/12/2008		M		60,000	A	\$ 4.15 119,411
Common Stock	02/12/2008		S		1,200	D	\$ 23.7 118,211
Common Stock	02/12/2008		S		3,500	D	\$ 23.72 114,711
Common Stock	02/12/2008		S		800	D	\$ 23.73 113,911
	02/12/2008		S		2,900	D	111,011

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Common Stock						\$ 23.74			
Common Stock	02/12/2008	S	3,000	D		\$ 23.75	108,011	D	
Common Stock	02/12/2008	S	1,200	D		\$ 23.76	106,811	D	
Common Stock	02/12/2008	S	900	D		\$ 23.77	105,911	D	
Common Stock	02/12/2008	S	1,000	D		\$ 23.78	104,911	D	
Common Stock	02/12/2008	S	500	D		\$ 23.79	104,411	D	
Common Stock	02/12/2008	S	7,100	D		\$ 23.8	97,311	D	
Common Stock	02/12/2008	S	4,000	D		\$ 23.81	93,311	D	
Common Stock	02/12/2008	S	5,300	D		\$ 23.82	88,011	D	
Common Stock	02/12/2008	S	13,600	D		\$ 23.83	74,411	D	
Common Stock	02/12/2008	S	20,800	D		\$ 23.7	53,611	D	
Common Stock	02/12/2008	S	17,500	D		\$ 23.71	36,111	D	
Common Stock	02/12/2008	S	6,700	D		\$ 23.72	29,411	D	
Common Stock							9,782	I	by wife <sup>(1)</sup>
Common Stock							41,150	I	by GRAT
Common Stock							44,267	I	by GRAT

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)

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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
Stock Option (right to buy)	\$ 4.06	02/12/2008		M	30,000	<sup>(2)</sup> 12/03/2012	Common Stock	30,000
Stock Option (right to buy)	\$ 4.15	02/12/2008		M	60,000	<sup>(3)</sup> 02/02/2013	Common Stock	60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUGHTON JAMES R 80 E. MARKET ST. SUITE 300 CORNING, NY 14830	X			

## Signatures

John R. Alexander, as Attorney-in-Fact, pursuant to Power of Attorney dated July 12, 2005.

02/14/2008

\_\_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 these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) The options vested in three equal installments on 12/04/2003, 12/04/2004, and 12/04/2005.
- (3) The options vested in three equal installments on 02/03/2004, 02/03/2005, and 02/03/2006.

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.