

FLAWS JAMES B  
Form 4  
May 12, 2005

**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)  
05/11/2005

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)
			Code	V	Amount or Price		
Common Stock	05/11/2005		M		50,838 A \$ 9.38	391,214	D
Common Stock	05/11/2005		S		30,000 D \$ 15.28	361,214	D
Common Stock	05/11/2005		S		10,800 D \$ 15.29	350,414	D
Common Stock	05/11/2005		S		10,038 D \$ 15.3	340,376	D
Common Stock	05/11/2005		M		10,662 A \$ 9.38	351,038	D

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Common Stock	05/11/2005	M	10,055	A	\$ 9.95	361,093	D	
Common Stock	05/11/2005	M	12,919	A	\$ 7.74	374,012	D	
Common Stock	05/11/2005	F	19,687	D	\$ 15.24	354,325	D	
Common Stock						4,200 <sup>(1)</sup>	I	HELD BY WIFE
Common Stock						14,957.85	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)	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.74	05/11/2005		M			12,919	02/01/2003 01/31/2012	Common Stock 12,919
Stock Options (Right to buy)	\$ 9.38	05/11/2005		M			50,838	02/01/2000 10/05/2008	Common Stock 50,838
Stock Options (Right to buy)	\$ 9.38	05/11/2005		M			10,662	02/01/2000 10/05/2008	Common Stock 10,662
Stock Options (Right to buy)	\$ 9.95	05/11/2005		M			10,055	12/05/2002 12/04/2011	Common Stock 10,055

buy)

Stock

Options  
(Right to  
buy)

\$ 15.24

05/11/2005

A

6,562

05/11/2006 10/05/2008

Common  
Stock

6,56

Stock

Options  
(Right to  
buy)

\$ 15.24

05/11/2005

A

6,564

05/11/2006 12/04/2011

Common  
Stock

6,56

Stock

Options  
(Right to  
buy)

\$ 15.24

05/11/2005

A

6,561

05/11/2006 01/31/2012

Common  
Stock

6,56

## 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

05/12/2005

\_\_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.

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