

CORNING INC /NY
Form FWP
October 26, 2012

Filed Pursuant to Rule 433

Registration No. 333-178248

Supplementing the Preliminary Prospectus

Supplement dated October 26, 2012

(To a Prospectus dated December 1, 2011)

October 26, 2012

PRICING TERM SHEET

1.45% Notes due 2017

| | |
|--------------------------------------|--|
| Issuer: | Corning Incorporated |
| Expected Ratings (Moody /S&P/Fitch)* | A3/BBB+/A- (Stable/Positive/Stable) |
| Security: | 1.45% Notes due 2017 (the Notes) |
| Principal Amount: | \$250,000,000 |
| Trade Date: | October 26, 2012 |
| Expected Settlement Date: | October 31, 2012 (T+3) |
| Maturity Date: | November 15, 2017 |
| Coupon: | 1.45% |
| Interest Payment Dates: | May 15 and November 15, commencing May 15, 2013 |
| Price to Public: | 99.768% |
| Spread to Benchmark Treasury: | +75 bps |
| Benchmark Treasury: | 0.625% due September 30, 2017 |
| Benchmark Treasury Yield: | 0.748% |
| Yield to Maturity: | 1.498% |
| Optional Redemption: | The Notes will be redeemable in whole at any time or in part from time to time, at the option of the Company, at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed; or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (exclusive of interest accrued to the date of redemption) discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the then current Treasury Rate plus 12.5 basis points. The Company will pay accrued and unpaid interest on the principal amount to be redeemed to the date of redemption. |
| Repurchase Upon a Change of Control | Upon the occurrence of a Change of Control Triggering Event, the Company will be required to make an offer to purchase the Notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the date of redemption. |
| Triggering Event: | |
| Denominations: | \$2,000 and integral multiples of \$1,000 in excess thereof |
| CUSIP / ISIN: | 219350AY1 / US219350AY10 |

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Joint Book-Running Managers:

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Senior Co-Manager:

Deutsche Bank Securities Inc.

Junior Co-Managers:

Barclays Capital Inc.

Wells Fargo Securities, LLC

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus and the prospectus supplement relating to the securities described above) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the prospectus supplement relating to the securities described above in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. at 1-800-831-9146 or by calling J.P. Morgan Securities LLC collect at (212) 834-4533.