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Prospectus Supplement
June 16, 2005
(To Prospectus dated March 29, 2001)

$100,000,000
Corning Incorporated
6.050% Notes due 2015

We will pay interest on the notes on June 15 and December 15 of each year, beginning on December 15, 2005.

At our option, we may redeem the notes in whole or in part at any time and from time to time before their maturity at the redemption prices described herein under "Description of the Notes Optional Redemption."

The notes are unsecured and rank equally with all of our other unsecured and unsubordinated indebtedness. The notes will not be entitled to the benefit of any sinking fund and will not be listed on any securities exchange.

Investing in the notes involves risks. For a discussion of certain factors that should be considered, see "Risk Factors" beginning on page S-7 of this prospectus supplement.

	Per Note	Total
Public offering price (1)	99.691%	$ 99,691,000
Underwriting discount	0.650%	$ 650,000
Proceeds, before expenses, to Corning Incorporated	99.041%	$ 99,041,000

(1) Plus accrued interest, if any, from June 21, 2005, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the notes to investors only in book-entry form through the facilities of The Depository Trust Company on or about June 21, 2005.

Citigroup

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, the words "Corning," "Company," "we," "us" and "our" refer to Corning Incorporated and its subsidiaries.

This prospectus supplement contains the terms of this offering. This prospectus supplement, or the information incorporated by reference in the accompanying prospectus, may add, update or change information in the accompanying prospectus. If information in this prospectus supplement, or the information incorporated by reference in the accompanying prospectus, is inconsistent with the accompanying prospectus, this prospectus supplement, or the information incorporated by reference in the accompanying prospectus, will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to in "Where You Can Find More Information" in the accompanying prospectus.

No dealer, salesperson or other individual has been authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by Corning, the underwriter or any other person. Neither the delivery of this prospectus supplement and the accompanying prospectus nor any sale made hereunder or thereunder shall under any circumstances create an implication that there has been no change in the affairs of Corning since the date hereof or thereof or that the information contained herein or therein is correct as of any time subsequent to its date.

This prospectus supplement and the accompanying prospectus do not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

PROSPECTUS SUPPLEMENT SUMMARY

Because this is a summary, it does not contain all of the information that may be important to you. To understand the specific terms of the notes, you should read this prospectus supplement, the accompanying prospectus and the information incorporated by reference in the accompanying prospectus carefully.

About the Company

We trace our origins to a glass business established in 1851. Our present corporation was incorporated in the State of New York in December 1936, and our name was changed from Corning Glass Works to Corning Incorporated on April 28, 1989.

We are a global, technology-based corporation that operates in four reportable business segments:

- Display Technologies;
- Telecommunications;
- Environmental Technologies; and
- Life Sciences.

Our principal office is located at One Riverfront Plaza, Corning, New York 14831. Our telephone number is (607) 974-9000.

Recent Developments

On May 17, 2005, we issued a press release confirming our projections for sales and earnings per share for the second quarter of 2005. We projected the sequential unit volume growth in the Display Technologies segment to be in the range of 10 to 20 percent and reduced the estimated Telecommunications segment growth from a sequential increase of approximately five percent to a range of flat to five percent, due to lower demand. We also announced the cash redemption of our outstanding 3.50% convertible debentures due 2008 with a principal amount of approximately $190 million. These debentures were converted into 103.3592 shares of Corning common stock for each $1,000 principal amount of debentures on May 18, 2005. In addition, we announced the redemption of our 7% debentures due 2007 with a principal amount of $100 million. These debentures were redeemed on June 13, 2005.

On June 1, 2005, we announced that we continued to experience strong demand for our liquid crystal display ("LCD") glass in April and May and that we now expect sequential unit volume growth in the Display Technologies segment in the second quarter to be in the range of 15 to 20 percent compared to our original projection of 10 to 20 percent. There can be no assurance that these recent quarter-to-quarter increases in unit volume sales will continue at the same pace.

On June 6, 2005, we sold 20,000,000 shares of our common stock, par value $.50 per share, in a public offering. The net proceeds received in the offering were approximately $322 million.

Our projections for the second quarter of 2005 are based upon estimates and forecasts and therefore are forward-looking statements. Actual results may differ materially from expected results. Certain factors that may cause our actual results to differ from expected results are set forth under "Forward-Looking Statements," beginning on page S-5 of this prospectus supplement, and "Risk Factors," beginning on page S-7 of this prospectus supplement.

Summary of Certain Terms of the Notes

Notes offered	$100,000,000 aggregate principal amount of 6.050% notes due 2015 (the "notes").
Maturity Date	The notes will mature on June 15, 2015.
Interest Rate	The notes will bear interest at the rate of 6.050% per year.
Interest Payment Dates	June 15 and December 15 of each year, beginning on December 15, 2005.
Record Dates	June 1 or December 1, as the case may be, of each year immediately preceding each interest payment date.
Optional Redemption	Prior to June 15, 2010, the notes will be redeemable in whole at any time or in part from time to time, at the Company's option, at a redemption price equal to 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 30 basis points. In addition, beginning on June 15, 2010, the notes will be redeemable in whole or in part on any interest payment date, at the Company's option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed. In each case, the Company will pay accrued and unpaid interest on the principal amount to be redeemed to the date of redemption. See "Description of the Notes Optional Redemption."
Ranking	The notes are unsecured and rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.
Use of Proceeds	We intend to use the net proceeds from the sale of the notes for general corporate purposes as described in this prospectus supplement under "Use of Proceeds."
Certain Covenants	The indenture governing the notes contains certain covenants that, among other things, will:
	limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our subsidiaries to grant liens under certain circumstances on stock or indebtedness of certain of our subsidiaries, or on certain of our properties or those of certain subsidiaries, to secure our debt or that of any other person; and
	limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our subsidiaries to enter into sale/leaseback transactions.
Form and Denominations	The notes will initially be represented by one or more global securities registered in the name of a nominee of The Depository Trust Company, New York, New York ("DTC"). The notes will be issued in registered form only, without coupons, in denominations of $1,000 and integral multiples of $1,000.
Trustee	JPMorgan Chase Bank, N.A., formerly The Chase Manhattan Bank.

FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus supplement and the accompanying prospectus are forward-looking statements. These forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, include estimates and assumptions related to economic, competitive and legislative developments. These estimates are subject to change and uncertainty which are, in many instances, beyond our control. There can be no assurance that future developments will be in accordance with management's expectations. Actual results could differ materially from those expected by us, depending on the outcome of various factors. These factors include:

- global economic and political conditions;
- tariffs, import duties and currency fluctuations;
- product demand and industry capacity;
- competitive products and pricing;
- the sufficiency of manufacturing capacity and efficiencies;
- the availability and costs of critical components and materials;
- new product development and commercialization;
- order activity and demand from major customers;
- fluctuations in capital spending by customers;
- possible disruption in commercial activities due to terrorist activity, armed conflict, political instability or major health concerns;
- facility expansions and new plant start-up costs;
- the effect of regulatory and legal developments;
- capital resource and cash flow activities;
- our ability to pace capital spending to anticipated levels of customer demand, which may fluctuate;
- interest costs;
- our credit rating and ability to obtain financing and capital on commercially reasonable terms;

the adequacy and availability of insurance;

financial risk management;

capital spending;

acquisition and divestiture activities;

the rate of technology change;

the level of excess or obsolete inventory;

our ability to enforce patents;

adverse litigation;

product and components performance issues;

stock price fluctuations;

- the rate of substitution by end-users purchasing LCDs for notebook computers, desktop monitors and televisions;
- a downturn in demand for LCD glass substrates;
- the ability of our customers, most notably in the Display Technologies segment, to maintain profitable operations and obtain financing to fund their manufacturing expansions;
- fluctuations in inventory levels in the supply chain;
- equity company activities, principally at Dow Corning Corporation and Samsung Corning Precision Glass Co., Ltd. ("Samsung Corning Precision"); and
- other risks detailed in our filings with the Securities and Exchange Commission (the "SEC").

RISK FACTORS

Your investment in the notes involves certain risks. In consultation with your own financial and legal advisers, you should carefully consider, among other matters, the following discussion of risks before deciding whether an investment in the notes is suitable for you. The notes are not an appropriate investment for you if you are unsophisticated with respect to the significant terms of the notes or financial matters.

Our sales could be negatively impacted if one or more of our key customers substantially reduce orders for our products

Our customer base is relatively concentrated with less than 10 significant customers accounting for a high percentage (greater than 50%) of net sales in most of our businesses, including those purchasing LCD glass. However, no individual customer accounts for more than 10% of consolidated sales.

Our Display Technologies, Telecommunications, Environmental Technologies and Life Sciences segments have concentrated customer bases. If we lose a significant customer in any of these businesses, or if one or more significant customers reduce orders, our sales could be negatively impacted. Corning manufactures and sells glass substrates to a concentrated customer base comprised of LCD panel makers primarily located in Japan and Taiwan. The most significant customers in these markets are AU Optronics Corp., Chi Mei Optoelectronics Corp., Hannstar Display Corp., Quanta Display Inc., Sharp Corporation and Toppan CFI (Taiwan) Co., Ltd. For the three months ended March 31, 2005, these customers accounted for approximately 79% of the Display Technologies segment sales. In addition, Samsung Corning Precision's sales were also concentrated, with three LCD panel makers in Korea (Samsung Electronics Co., Ltd., LG Philips LCD Co. and BOE Hydis Technology Co., Ltd.) accounting for approximately 87% of sales for the three months ended March 31, 2005.

Although the sale of LCD glass substrates continues to increase in 2005, there can be no assurance that positive trends will continue. Our customers are LCD panel makers, and as they switch to larger size glass, the pace of their orders may be uneven while they adjust their manufacturing processes and facilities. Additionally, consumer preferences for panels of differing sizes, or price or other factors, may lead to pauses in market growth from time to time. There is further risk that our customers may not be able to maintain profitable operations or access sufficient capital to fund ongoing expansions.

Our Telecommunications segment customers' purchases of our products are affected by their capital expansion plans, general market and economic uncertainty and regulatory changes, including broadband policy. For the three months ended March 31, 2005, one customer accounted for approximately 19% of our Telecommunications segment sales, and 10 customers accounted for 63% of total segment sales. Sales growth in the Telecommunications segment is largely dependent on the continuation of the recent Verizon Communications Inc. ("Verizon") fiber-to-the-premises project. Should this deployment not occur at the pace anticipated, our future sales would be adversely impacted. Additionally, potential changes in Verizon's inventory of fiber-to-the-premises products could also affect future sales.

In the Environmental Technologies segment, sales of our ceramic substrate and filter products for automotive and diesel emissions and pollution control fluctuate with production and sales of automobiles and other vehicles, as well as changes in governmental laws and regulations for air quality and emission controls. Sales in our Environmental Technologies segment are primarily to four manufacturers of emission control systems who then sell to automotive and diesel engine manufacturers.

Sales in our Life Sciences segment in 2004 were primarily to government entities, pharmaceutical and biotechnology companies, hospitals, universities and other research facilities, through two large distributors. One of the Life Sciences segment primary distributors changed its business strategy, and we notified this distributor that we will not renew its existing distribution agreement, which expired in April 2005. We are actively working to transition the sales through this distributor to our remaining primary distributor and other existing and developing channels. However, this change will likely adversely impact sales volumes in the short term.

If we do not successfully adjust our manufacturing volumes and fixed cost structure, or achieve manufacturing yields or sufficient product reliability, our operating results could suffer, and we may not achieve profitability levels anticipated

We are investing heavily in additional manufacturing capacity of certain businesses, including $283 million in the first quarter of 2005 to expand our LCD glass facilities in response to anticipated increases in customer demand and $34 million in anticipation of the emerging market for diesel emission control systems. The speed of constructing the new facilities presents challenges. We may face technical and process issues in moving to commercial production capacity. There can be no assurance that Corning will be able to pace its capacity expansion to the actual demand. While the industry has grown rapidly, it is possible that glass manufacturing capacity may exceed customer demand during certain periods.

The manufacturing of our products involves highly complex and precise processes, requiring production in highly controlled and clean environments. Any changes in our manufacturing processes or those of our suppliers could significantly reduce our manufacturing yields and product reliability. In some cases, existing manufacturing may be insufficient to achieve the volume or requirements of our customers. We will need to develop new manufacturing processes and techniques to achieve targeted volume, pricing and cost levels that will permit profitable operations. While we continue to fund projects to improve our manufacturing techniques and processes, we may not achieve satisfactory cost levels in our manufacturing activities that will fully satisfy our yield and margin targets.

We have incurred, and may in the future incur, restructuring and other charges, the amounts of which are difficult to predict accurately

As a result of a severe decline in the telecommunications industry beginning in 2001, we have recorded several charges for restructuring, impairment of assets, and the write-off of cost and equity-based investments, most recently in the third quarter of 2004. It is possible we may record additional charges for restructuring or other asset impairments if additional actions become necessary to align costs to a reduced level of demand, or respond to increased competition, regulatory actions, or other factors impacting our businesses.

If the markets for our products do not develop and expand as we anticipate, demand for our products may decline further, which would negatively impact our results of operations and financial performance

The markets for our products are characterized by rapidly changing technologies, evolving industry government standards and frequent new product introductions. Our success is expected to depend, in substantial part, on the timely and successful introduction of new products, upgrades of current products to comply with emerging industry or government standards, our ability to acquire technologies needed to remain competitive and our ability to address competing technologies and products. In addition, the following factors related to our products and the markets for them, if not achieved, could have an adverse impact on our results of operations and financial performance:

- our ability to introduce leading products such as glass substrates for liquid crystal displays, optical fiber and environmental substrate products that can command competitive prices in the marketplace;

- our ability to maintain or achieve a favorable sales mix of large generation sizes of display glass;

- our ability to continue to develop new product lines to address our customers' diverse needs within the several market segments that we participate in, which requires a high level of innovation, as well as the accurate anticipation of technological and market trends;

- our ability to develop new products in response to favorable government regulations and laws driving customer demand, particularly environmental substrate diesel filter products in the Environmental Technologies segment and Telecommunications segment products associated with fiber-to-the-premises;

- continued strong demand for notebook computers;

- the rate of substitution by end-users purchasing LCD monitors to replace cathode ray tube monitors;

- the rate of growth in purchases of LCD televisions to replace other technologies;

- fluctuations in inventory levels in the supply chain of LCD-based consumer electronics and fiber-to-the-premises products;

- the ability to reallocate LCD glass to other customers in response to canceled orders; or

- the rate of growth of the fiber-to-the-premises build-out in North America.

We face pricing pressures in each of our leading businesses that could adversely affect our results of operations and financial performance

We face pricing pressures in each of our leading businesses as a result of intense competition, emerging new technologies or overcapacity. While we will work toward reducing our costs to respond to the pricing pressures that may continue, we may not be able to achieve proportionate reductions in costs. As a result of overcapacity and the current economic and industry downturn in the Telecommunications segment, pricing pressures continued in 2004, particularly in our optical fiber and cable products. Pricing pressures have continued into 2005, and we anticipate pricing pressures will continue beyond 2005. Increased pricing pressure is likely to continue in our Display Technologies segment as our customers strive to reduce their costs.

We have incurred, and may in the future incur, goodwill and other intangible asset impairment charges

At March 31, 2005, Corning had goodwill of $277 million (including $118 million related to the Telecommunications segment).

While we believe the estimates and judgments about future cash flows used in the goodwill impairment tests are reasonable, we cannot provide assurance that future impairment charges will not be required if the expected cash flow estimates as projected by management do not occur or change based on market conditions.

We may be limited in our ability to obtain additional capital on commercially reasonable terms

Although we believe existing cash, short-term investments and borrowing capacity, collectively, provide adequate resources to fund ongoing operating requirements, we may be required to seek additional financing to compete effectively in our markets. Our public debt ratings affect our ability to raise capital and the cost of such capital. Our ratings as of June 16, 2005 were BBB- from both Fitch, Inc. and Standard & Poor's, a division of the McGraw-Hill Companies, Inc., and Ba2 from Moody's Investors Service, a subsidiary of Moody's Corporation. Any downgrades may increase our borrowing costs and affect our ability to access the debt capital markets.

We are subject under our revolving credit facility to financial covenants that require us to maintain a ratio of total debt to total capital and an interest coverage ratio, as defined under our revolving credit facility. These covenants may limit our ability to borrow funds. Future losses or significant charges could materially affect the ratios which may reduce the amounts we are able to borrow under our revolving credit facility.

If our products or materials purchased from our suppliers experience performance issues, our business will suffer

Our business depends on the production of excellent products of consistently high quality. To this end, our products, including materials purchased from our suppliers, are tested for quality both by us and our customers. Nevertheless, our products are highly complex, and our customers' testing procedures are limited to evaluating our products under likely and foreseeable failure scenarios. For various reasons (including, among others, the occurrence of performance problems unforeseeable in testing), our products and materials purchased from our suppliers may fail to perform as expected. Performance issues could result from faulty design or problems in manufacturing or testing. We have experienced such performance issues in the past and remain exposed to such performance issues. In some cases, product redesigns or additional capital equipment may be required to correct a defect. In addition, any significant or systemic product failure could result in customer relations problems and harm the future sales of our products.

We face intense competition in most of our businesses

We expect that we will face additional competition from existing competitors, low cost manufacturers and new entrants. Because some of the markets in which we compete have been historically characterized by rapid technology changes, smaller niche and start-up companies or companies with lower operating costs may become our principal competitors in the future. We must invest in research and development, expand our engineering, manufacturing and marketing capabilities, and continue to improve customer service and support in order to remain competitive. We cannot provide assurance that we will be able to maintain or improve our competitive position.

We may experience difficulties in enforcing our intellectual property rights, and we may be subject to claims of infringement of the intellectual property rights of others

We may encounter difficulties in protecting our intellectual property rights or obtaining rights to additional intellectual property necessary to permit us to continue or expand our businesses. We cannot assure you that the patents that we hold or may obtain will provide meaningful protection against our competitors or competitive technologies. Litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets and to determine the validity and scope of our proprietary rights. Litigation is inherently uncertain and the outcome is often unpredictable. Other companies hold patents on technologies used in our industries and are aggressively seeking to expand, enforce and license their patent portfolios.

The intellectual property rights of others could inhibit our ability to introduce new products. We are, and may in the future be, subject to claims of intellectual property infringement or misappropriation that may result in loss of revenue or require us to incur substantial costs. We cannot assure you as to the outcome of such claims.

Current or future litigation may harm our financial condition or results of operations

Pending, threatened or future litigation is subject to inherent uncertainties. Our financial condition or results of operations may be adversely affected by unfavorable outcomes, expenses and costs exceeding amounts estimated or insured. In particular, we have been named as a defendant in numerous lawsuits against Pittsburgh Corning Corporation ("PCC") and several other defendants involving claims alleging personal injury from exposure to asbestos. As described in Legal Proceedings in our quarterly report on Form 10-Q for the period ended March 31, 2005, our negotiations with the representatives of asbestos claimants have produced a tentative settlement, but certain cases may still be litigated and the final approval of the tentative settlement is subject to a number of uncertainties. Final approval of a global settlement through the PCC bankruptcy process may impact our results of operations for the period in which such costs, if any, are recognized. Total charges of $430 million have been incurred through March 31, 2005; however, additional charges are possible due to potential fluctuation in the price of our common stock, other adjustments in the proposed settlement and other litigation factors. Management cannot provide assurances that the ultimate outcome of the litigation or other resolution of these claims will not be materially different from the amount recorded to date.

We face risks related to our international operations and sales

We have customers and significant operations, including manufacturing and sales, located outside the United States. We have large manufacturing operations for liquid crystal display glass substrates in the Asia-Pacific region, including equity investments in companies operating in South Korea that make liquid crystal display glass and in China that make telecommunications products, and several significant customers are located in this region. As a result of these and other international operations, we face a number of risks, including:

- major health concerns such as Severe Acute Respiratory Syndrome (SARS);
- difficulty of effectively managing our diverse global operations;
- change in regulatory requirements;
- tariffs, duties and other trade barriers, including anti-dumping duties;
- undeveloped legal systems; and
- political and economic instability in foreign markets.

We face risks through our equity method investments in companies that we do not control

Corning's net income includes significant equity in earnings of associated companies. For the three months ended March 31, 2005, we have recognized $166 million of equity earnings, of which $148 million came from our two largest investments: Dow Corning Corporation (which makes silicone products) and Samsung Corning Precision Glass Co., Ltd. (which makes liquid crystal display glass). Samsung Corning Precision is located in the Asia-Pacific region and, as such, is subject to those geographic risks referred to above. With 50% or lower ownership, we do not control such equity companies nor their management and operations. Performance of our equity investments may not continue at the same levels in the future. During 2004, we recognized charges associated with Dow Corning Corporation, which recorded charges for restructuring actions and bankruptcy related settlement activities. It is possible that future earnings could be negatively impacted by additional charges recorded by our equity method investments.

We face risks due to foreign currency fluctuations

Because we have significant customers and operations outside the United States, fluctuations in foreign currencies, especially the Japanese Yen and Euro, affect our sales and profit levels. Foreign exchange rates may make our products less competitive in countries where local currencies decline in value relative to the dollar. Sales in our Display Technologies segment are denominated in Japanese Yen. For the first quarter of 2005, the Display Technologies segment represented 30% of Corning's sales. Based on the expected sales growth of the Display Technologies segment, our exposure to currency fluctuations is increasing. Although we hedge significant transaction risk, we do not currently hedge translation risk.

If the financial condition of our customers declines, our credit risks could increase

We have experienced, and in the future may experience, losses as a result of our inability to collect our accounts receivable, as well as the loss of such customer's ongoing business. If our customers fail to meet their payment obligations to us, including deposits due under long-term purchase and supply agreements in our Display Technologies segment, we could experience reduced cash flows and losses in excess of amounts reserved. As of March 31, 2005, reserves for trade receivables totaled approximately $28 million.

We may not have adequate insurance coverage for claims against us

We face the risk of losses resulting from, and adverse publicity associated with, product liability, securities, fiduciary liability, intellectual property, antitrust, contractual, warranty, fraud and other lawsuits, whether or not such claims are valid. In addition, our product liability, fiduciary, directors and officers, property and comprehensive general liability insurance may not be adequate to cover such claims or may not be available to the extent we expect. Our insurance costs have increased and may increase further. We may not be able to get adequate insurance coverage in the future at acceptable costs. A successful claim that exceeds or is not covered by our policies could require us to pay substantial sums. Some of the carriers in our excess insurance programs are in liquidation and may not be able to respond if we should have claims reaching into excess layers. The financial health of other insurers may deteriorate and these insurers may not be able to respond if we should have claims reaching into excess layers. In addition, we may not be able to insure against certain risks or obtain some types of insurance, such as terrorism or war insurance.

ABOUT THE COMPANY

We trace our origins to a glass business established in 1851. The present corporation was incorporated in the State of New York in December 1936, and our name was changed from Corning Glass Works to Corning Incorporated on April 28, 1989.

We are a global, technology-based corporation that operates in four reportable business segments:

- Display Technologies;
- Telecommunications;
- Environmental Technologies; and
- Life Sciences.

The Display Technologies segment manufactures glass substrates for active matrix LCD's which are used primarily in notebook computers, flat panel desktop monitors and LCD televisions. The Telecommunications segment produces optical fiber and cable, and hardware and equipment products for the worldwide telecommunications industry. The Environmental Technologies segment products include ceramic technologies and solutions for emissions and pollution control in mobile and stationary applications around the world, including gasoline and diesel substrate and filter products. The Life Sciences segment manufactures laboratory products including microplate products, coated slides, filter plates for genomics sample preparation, plastic cell culture dishes, flasks, cryogenic vials, roller bottles, mass cell culture products, liquid handling instruments, Pyrex® glass breakers, pipettors, serological pipettes, centrifuge tubes and laboratory filtration products.

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes offered by this prospectus supplement will be approximately $98.7 million after deducting the underwriting discount and estimated offering expenses we will pay. We intend to use the net proceeds of this offering for general corporate purposes and to refinance $100 million principal amount of our 7% debentures due 2007, which were redeemed on June 13, 2005.

We will invest the net proceeds in short-term, interest-bearing, investment-grade obligations until they are applied as described above.

CAPITALIZATION

The following table sets forth our short-term debt and capitalization as of March 31, 2005 and as adjusted to give effect to the following:

This offering and the application of the net proceeds from this offering;

The June 13, 2005 redemption of $100 million of our 7% debentures due 2007;

The June 6, 2005 common stock offering, which resulted in net proceeds of approximately $322 million; and

The May 18, 2005 conversion of approximately $190 million of our 3.50% convertible debentures to approximately 20 million shares of common stock.

	March 31, 2005	
	Actual	As Adjusted
	(in millions, except share and per share amounts)	
Cash and short-term investments	$ 847	$ 1,169
Current maturities of long-term debt and short-term notes payable	288	288
Long-term debt excluding current maturities	2,125	1,835
Notes offered hereby		100
Minority interests	29	29
Shareholders' equity		
Preferred stock par value $100.00 per share		
Shares authorized: 10 million		
Series C mandatory convertible preferred stock shares issued: 5.75 million; shares outstanding: 633 thousand	63	63
Common Stock par value $0.50 per share; shares authorized: 3.8 billion; shares issued: 1,437 million (1,477 million As Adjusted)	719	739
Additional paid-in capital	10,484	10,976
Accumulated deficit	(7,060)	(7,060)
Treasury stock, at cost; shares held: 15 million	(155)	(155)
Accumulated other comprehensive income	137	137
Total shareholders' equity	4,188	4,700
Total Capitalization	**$ 6,630**	**$ 6,952**

RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges for each of the periods indicated is as follows:

	Three Months Ended	Year Ended December 31,				
	March 31, 2005	2004	2003	2002	2001	2000
Ratio of earnings to fixed charges	6.1x	*	*	*	*	4.2x

* Losses before taxes and fixed charges as adjusted were inadequate to cover total fixed charges by approximately $1.5 billion, $650 million, $2.6 billion and $6.1 billion at December 31, 2004, 2003, 2002 and 2001, respectively.

For purposes of computing the ratio of earnings to fixed charges, earnings consist of income from continuing operations before taxes on income, and adjusted for (i) dividends received from equity investees; (ii) amortization of previously capitalized interest; and (iii) fixed charges net of capitalized interest.

Fixed charges consist of: (i) interest on indebtedness, including capitalized interest; (ii) amortization of debt issuance costs; and (iii) a portion of rental expenses which represents an appropriate interest rate factor.

DESCRIPTION OF THE NOTES

The following summary of the particular terms of the notes offered by this prospectus supplement supplements and, to the extent inconsistent with the accompanying prospectus, replaces the description of the general terms and provisions of the debt securities contained in the accompanying prospectus, to which description reference is made by this prospectus supplement. The statements in this prospectus supplement concerning the notes and the Indenture (as defined below) do not purport to be complete. All such statements are qualified in their entirety by reference to the accompanying prospectus and the provisions of the Indenture, the form of which has been filed with the SEC.

Corning will issue the notes under an indenture (the "Indenture"), dated as of November 8, 2000, between Corning and JPMorgan Chase Bank, N.A., formerly The Chase Manhattan Bank, as trustee (the "Trustee"). For a description of the rights attaching to different series of debt securities under the Indenture, see "Description of Debt Securities and Guarantees" in the accompanying prospectus.

Title

6.050% Notes due 2015.

Further Issuances

Corning may, without the consent of the holders of the notes, re-open this offering and issue additional notes having the same ranking, interest rate, maturity date and other terms as the notes being offered by this prospectus supplement. Any additional notes, together with the notes offered by this prospectus supplement, will constitute a single series of debt securities under the Indenture.

Total Initial Principal Amount of Notes

$100,000,000.

Maturity of Notes

The notes will mature on June 15, 2015.

Interest Rate on Notes

The interest rate on the notes is 6.050% per year, computed on the basis of a 360-day year consisting of twelve 30-day months.

Date Interest Begins to Accrue on Notes

Interest will begin to accrue on the notes on June 21, 2005.

Interest Payment Dates

Corning will pay interest on the notes on June 15 and December 15 of each year (each an "Interest Payment Date"). Interest payable on each Interest Payment Date will include interest accrued from June 21, 2005 or from the most recent Interest Payment Date to which interest has been paid or duly provided for.

First Interest Payment Date

December 15, 2005.

Regular Record Dates for Interest

Corning will pay interest payable on any Interest Payment Date to the person in whose name a note (or any predecessor note) is registered at the close of business on June 1 or December 1, as the case may be, next preceding such Interest Payment Date.

Trustee, Registrar and Paying Agent

The Trustee will initially be the securities registrar and paying agent and will act as such only at its offices in New York, New York. Corning may at any time designate additional paying agents or rescind the designations or approve a change in the offices where they act.

Global Securities

The notes will be represented by one or more global securities registered in the name of a nominee of DTC. Corning will issue the notes in denominations of $1,000 and integral multiples of $1,000. Corning will deposit the global securities with DTC and will register the global securities in the name of DTC's nominee. See "Description of Debt Securities and Guarantees Legal Ownership of Debt Securities" and "Description of Debt Securities and Guarantees What Is a Global Security" in the accompanying prospectus.

Optional Redemption

Prior to June 15, 2010, the notes will be redeemable in whole at any time or in part from time to time, at the Company's option, at a redemption price equal to 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 30 basis points. In addition, beginning on June 15, 2010, the notes will be redeemable in whole or in part on any interest payment date, at the Company's option, at a redemption price equal to 100% of the principal amount of the notes to be redeemed. In each case, the Company will pay accrued and unpaid interest on the principal amount to be redeemed to the date of redemption.

"Comparable Treasury Issue" means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term ("Remaining

Life") of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

"Comparable Treasury Price" means, with respect to any redemption date, (1) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (2) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

"Independent Investment Banker" means one of the Reference Treasury Dealers that we appoint to act as the Independent Investment Banker from time to time.

"Reference Treasury Dealer" means Citigroup Global Markets Inc. and its successors, and three other firms that are primary U.S. Government securities dealers (each a "Primary Treasury Dealer") which we specify from time to time; provided, however, that if any of them ceases to be a Primary Treasury Dealer, we will substitute another Primary Treasury Dealer.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

"Treasury Rate" means, with respect to any redemption date, the rate per year equal to: (1) the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated "H.15(519)" or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption "Treasury Constant Maturities," for the maturity corresponding to the Comparable Treasury Issue; provided that, if no maturity is within three months before or after the Remaining Life of the notes to be redeemed, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Treasury Rate shall be interpolated or extrapolated from those yields on a straight line basis, rounding to the nearest month; or (2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date. The Treasury Rate shall be calculated on the third business day preceding the redemption date.

If we decide to redeem less than all of the outstanding notes, the Trustee will select the notes to be redeemed:

- by lot,
- pro rata, or
- by any other method the Trustee considers fair and appropriate.

Notice of redemption will be mailed at least 30 but not more than 60 days before the redemption date to each holder of record of the notes to be redeemed at its registered address. The notice of redemption for the notes will state, among other things, the amount of notes to be redeemed, the redemption date, the manner in which the redemption price will be calculated and the place or places that payment will be made upon presentation and surrender of notes to be redeemed. Unless we default in the payment of the redemption price, interest will cease to accrue on any notes that have been called for redemption at the redemption date.

Trading in DTC

Indirect holders trading their beneficial interests in the global securities through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds.

Sinking Fund

There is no sinking fund for the notes.

Certain Covenants

The Indenture governing the notes contains certain covenants that, among other things, will:

- limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our subsidiaries to grant liens under certain circumstances on stock or indebtedness of certain of our subsidiaries, or on certain of our properties or those of certain subsidiaries, to secure our debt or that of any other person; and
- limit, to the extent set forth in the accompanying prospectus, our ability and that of certain of our subsidiaries to enter into sale/leaseback transactions.

These covenants are described under the caption "Description of Debt Securities and Guarantees Restrictive Covenants and Defeasance" in the accompanying prospectus.

Defeasance

The notes are subject to Corning's ability to choose "full defeasance" and "covenant defeasance" as described under the caption "Description of Debt Securities and Guarantees Restrictive Covenants and Defeasance Defeasance and Covenant Defeasance" in the accompanying prospectus.

Definitive Securities

A permanent global security is exchangeable for definitive notes registered in the name of any person other than DTC or its nominee only if:

- DTC notifies Corning that it is unwilling or unable to continue as depositary for the global securities or if at any time DTC ceases to be a clearing agency registered under the Securities Exchange Act of 1934, as amended, and Corning does not appoint a successor within 90 days;
- in Corning's discretion at any time, Corning determines not to have all of the notes represented by the global securities and notifies the Trustee; or
- an event of default, as described under the caption "Description of Debt Securities and Guarantees Default, Remedies and Waiver of Default Events of Default" in the accompanying prospectus, has occurred and is continuing with respect to the notes.

Same-Day Settlement and Payment

The underwriter will make settlement for the notes in immediately available or same-day funds. So long as the notes are represented by the global securities, Corning will make all payments of principal and interest in immediately available funds.

Secondary trading in notes and debentures of corporate issuers is generally settled in clearing-house or next-day funds. In contrast, so long as the notes are represented by the global securities registered in the name of DTC or its nominee, the notes will trade in DTC's Same-Day Funds Settlement System. DTC will require secondary market trading activity in the notes represented by the global securities to settle in immediately available or same-day funds. Corning cannot give any assurances as to the effect, if any, of settlement in same-day funds on trading activity in the notes.

Governing Law

The Indenture and the notes are governed by and will be construed in accordance with New York law.

UNDERWRITING

Subject to the terms and conditions of the pricing agreement and the underwriting agreement, the underwriter has agreed to purchase from us, and we have agreed to sell to the underwriter, all of the notes at the public offering price less the underwriting discount set forth on the cover page of this prospectus supplement.

The pricing agreement and the underwriting agreement provide that the obligations of the underwriter to purchase the notes offered hereby are subject to certain conditions and that the underwriter will purchase all of the notes offered by this prospectus supplement if any of the notes are purchased.

We have been advised by the underwriter that the underwriter proposes to offer the notes directly to the public at the public offering price set forth on the cover page of this prospectus supplement. After the initial public offering, the underwriter may change the offering price and other selling terms.

We estimate that our share of the total expenses of this offering, excluding the underwriting discount, will be approximately $300,000.

We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the underwriter may be required to make in respect of any of these liabilities.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or on any automated dealer quotation system. The underwriter may make a market in the notes after completion of the offering, but will not be obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes or that an active public market for the notes will develop. If an active public trading market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

In connection with the offering of the notes, the underwriter may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the underwriter may overallot in connection with the offering, creating a short position. In addition, the underwriter may bid for, and purchase, the notes in the open market to cover short positions or to stabilize the price of the notes. Any of these activities may stabilize or maintain the market price of the notes above independent market levels, but no representation is made hereby of the magnitude of any effect that the transactions described above may have on the market price of the notes. The underwriter will not be required to engage in these activities, and may engage in these activities, and may end any of these activities at any time without notice.

The underwriter and its affiliates have provided and in the future may continue to provide investment banking and other financial services, including the provision of credit facilities, to us in the ordinary course of business for which they have received and will receive customary compensation.

VALIDITY OF THE NOTES

The validity of the notes is being passed upon for us by William D. Eggers, Esq., Senior Vice President and General Counsel of Corning. The validity of the notes we are offering is being passed upon for the underwriter by Sullivan & Cromwell LLP, New York, New York.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control Over Financial Reporting) incorporated in this prospectus supplement by reference to our Annual Report on Form 10-K for the year ended December 31, 2004 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

PROSPECTUS

Corning Incorporated
and
Corning Finance B.V.

By this prospectus, we may offer from time to time up to $5,000,000,000 of:

Debt Securities of Corning Incorporated;

Guaranteed Debt Securities of Corning Finance B.V.;

Debt Warrants and Equity Warrants of Corning Incorporated;

Preferred Stock of Corning Incorporated;

Depositary Shares of Corning Incorporated; and

Common Stock of Corning Incorporated.

When we offer securities, we will provide you with a prospectus supplement describing the terms of the specific issue of securities, including the offering price of the securities. You should read this prospectus and the accompanying prospectus supplement carefully before you invest.

The common stock of Corning Incorporated is quoted on the New York Stock Exchange under the symbol "GLW."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated March 29, 2001.

TABLE OF CONTENTS

CORNING INCORPORATED

We trace our origins to a glass business established in 1851. The present corporation was incorporated in the State of New York in December 1936, and our name was changed from Corning Glass Works to Corning Incorporated on April 28, 1989. In this prospectus, "Corning" refers to Corning Incorporated and not Corning Finance B.V.

We are a global, technology-based corporation which operates in three broadly based operating business segments:

- Telecommunications;
- Advanced Materials; and
- Information Display.

The Telecommunications segment produces optical fiber and cable, optical hardware and equipment, photonic modules and components and optical networking devices for the worldwide telecommunications industry. The Advanced Materials segment manufactures specialized products with unique properties for customer applications utilizing glass, glass ceramic and polymer technologies. Businesses within this segment include environmental products, life science products, semiconductor materials and optical and lighting products. The Information Display segment manufactures glass panels and funnels for televisions and CRT's, liquid-crystal display glass for flat panel displays and projection video lens assemblies.

Our principal office is located at One Riverfront Plaza, Corning, New York 14831. Our telephone number is (607) 974-9000.

CORNING FINANCE B.V.

Corning Finance B.V. is an indirect wholly owned subsidiary of Corning, incorporated under the laws of The Netherlands solely for the purpose of raising capital to meet the financing needs of Corning and its subsidiaries. Corning Finance B.V. has no independent operations. Its principal executive offices are located at Strawinskylaan 3105, 1007 Amsterdam; telephone: 31.20.406.4444.

RISK FACTORS

The securities to be offered may involve various degrees of risk, including the risks described in the documents incorporated by reference in this prospectus. You should carefully consider the important factors set forth in the documents incorporated by reference in this prospectus before investing in any securities that may be offered.

USE OF PROCEEDS

Except as may be set forth in the prospectus supplement(s), we will use the net proceeds from the sale of the securities offered under this prospectus and the prospectus supplement(s) for general corporate purposes. Our general corporate purposes may include:

- the repayment or reduction of indebtedness;
- working capital requirements;
- financing acquisitions; and
- the funding of a portion of our normal, ongoing capital spending program.

Corning Finance B.V. will lend the net proceeds from the sale of any debt securities offered by it to Corning or its subsidiaries to be used for similar purposes. We will determine any specific allocation of the net proceeds of an offering of securities to a specific purpose at the time of the offering and will describe the allocation in the related prospectus supplement.

SECURITIES WE MAY ISSUE

We may use this prospectus to offer up to $5,000,000,000 of:

- debt securities issued by Corning;
- debt securities issued by Corning Finance B.V. and fully and unconditionally guaranteed by Corning;
- debt warrants and equity warrants issued by Corning;
- preferred stock issued by Corning;
- depositary shares relating to preferred stock; and
- common stock issued by Corning.

A prospectus supplement will describe the specific types, amounts, prices, and detailed terms of any of these securities.

RATIOS OF EARNINGS TO FIXED CHARGES AND RATIOS OF EARNINGS TO COMBINED FIXED CHARGES INCLUDING PREFERRED STOCK DIVIDENDS

The table below sets forth:

- our historical ratios of earnings to fixed charges; and
- our consolidated ratios of earnings to combined fixed charges including preferred stock dividends for the periods indicated.

For purposes of computing the ratio of earnings to fixed charges, earnings consist of:

- income from continuing operations before taxes on income, equity in earnings of associated companies and minority interest;
- dividends received from equity investees;
- amortization of previously capitalized interest; and
- fixed charges net of capitalized interest.

Fixed charges consist of:

- interest on indebtedness, including capitalized interest;
- amortization of debt issuance costs; and
- a portion of rental expenses which represents an appropriate interest rate factor.

Preferred dividends consist of dividends paid on:

- Corning's 6% Convertible Monthly Income Preferred Securities, all of which were redeemed as of March 23, 1999 and none of which are currently outstanding; and
- Corning's 8% Series B Convertible Preferred Stock.

	Year Ended				
	Dec. 31, 2000	**Dec. 31, 1999**	**Dec. 31, 1998**	**Dec. 31, 1997**	**Dec. 31, 1996**
Ratio of earnings to fixed charges	4.6x	5.4x	4.8x	6.7x	7.3x
Ratio of earnings to combined fixed charges including preferred stock dividends	4.6x	5.2x	4.1x	5.6x	5.8x

DESCRIPTION OF DEBT SECURITIES AND GUARANTEES

General

The Debt Securities Will Be Issued Under an Indenture

As required by U.S. federal law for all bonds and notes of companies that are publicly offered, the debt securities are governed by a document called the indenture. In the case of debt securities issued by Corning, the applicable indenture is a contract between Corning and J. P. Morgan Chase & Co., formerly The Chase Manhattan Bank, which acts as trustee, dated as of November 8, 2000. In the case of debt securities issued by Corning Finance B.V., the applicable indenture is a contract to be entered into among Corning Finance B.V., Corning, which acts as guarantor, and J. P. Morgan Chase & Co., formerly The Chase Manhattan Bank, which acts as trustee. The trustee has two main roles:

First, the trustee can enforce your rights against us if we default. There are limitations on the extent to which the trustee acts on your behalf, which we describe later under "   Default, Remedies and Waiver of Default"; and

Second, the trustee performs administrative duties for us, which include sending you interest payments and notices.

We may issue as many distinct series of debt securities under each indenture as we wish. This section summarizes terms of the debt securities that are common to all series. Most of the financial terms and other specific terms of your series are described in the prospectus supplement attached to the front of this prospectus. Those terms may vary from the terms described here. The prospectus supplement may also describe special Federal income tax consequences of the debt securities.

This Section Is Only a Summary

This section and your prospectus supplement summarize all the material terms of each indenture and your debt security. They do not, however, describe every aspect of each indenture and your debt security.

Each indenture and its associated documents, including your debt security, contain the full text of the matters described in this section and your prospectus supplement. Each indenture and the debt securities are governed by New York law. A copy of each indenture has been filed with the SEC as part of our registration statement. See "Where You Can Find More Information" below for information on how to obtain a copy.

Legal Ownership of Debt Securities

We refer to those who have debt securities registered in their own names, on the books that we or the trustee maintain for this purpose, as the "holders" of those debt securities. These persons are the legal holders of the debt securities. We refer to those who, indirectly through others, own beneficial interests in debt securities that are not registered in their own names as indirect holders of those debt securities. As we discuss below, indirect holders are not legal holders, and investors in debt securities issued in book-entry form or in street name will be indirect holders.

Book-Entry Holders

We will issue debt securities i