

CORNING NATURAL GAS CORP  
Form SC 13G/A  
February 10, 2010

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

Corning Natural Gas Corporation (CNIG)  
(Name of Issuer)

Common Stock (\$5 Par Value)  
(Title of Class of Securities)

219381100

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 219381100

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**NAMES OF REPORTING PERSONS**

**1** Mitchell Partners, L.P., a California limited partnership; J.E. Mitchell & Co., L.P. (General Partner); and James E. Mitchell (General Partner of J.E. Mitchell & Co., L.P.)

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

**2**  
 (a)   
 (b)

**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**  
 California

**SOLE VOTING POWER**

**5**

NUMBER OF 72,888 shares of common stock

**SHARED VOTING POWER**

**6**

SHARES BENEFICIALLY OWNED BY Not applicable

**SOLE DISPOSITIVE POWER**

**7**

EACH REPORTING PERSON 72,888 shares of common stock

**SHARED DISPOSITIVE POWER**

**8**

WITH: Not applicable

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**  
 72,888 shares of common stock

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

7.21% of outstanding shares of common stock (72,888 shares of 1,013,393 shares outstanding at 2/03/10)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

Mitchell Partners, L.P. - California limited partnership (PN)  
J.E. Mitchell & Co., L.P. - California limited partnership (PN)  
James E. Mitchell - Individual (IN)

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**Item 1.**

(a) Name of Issuer:

Corning Natural Gas Corporation (CNIG)

(b) Address of Issuer's Principal Executive Offices:

330 West William Street  
P. O. Box 58  
Corning, New York 14830-0058

**Item 2.**

(a) Name of Person Filing:

Mitchell Partners, L.P., a California limited partnership; J.E. Mitchell & Co., L.P., a California limited partnership; and James E. Mitchell, a California resident

(b) Address of Principal Business Office or, if none, Residence:

James E. Mitchell, General Partner  
J.E. Mitchell & Co., L.P., General Partner  
Mitchell Partners, L.P.  
3187-D Airway Avenue  
Costa Mesa, California 92626

(c) Citizenship:

California limited partnership; California limited partnership; and California resident, respectively

(d) Title of Class of Securities:

Common Stock, \$5 par value ( Common Stock )

(e) CUSIP Number:

219381100

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 72,888 shares of common stock
  - (b) Percent of class: 7.20% of outstanding shares of common stock (72,888 shares of 1,013,393 shares outstanding at 2/03/10)
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote: 72,888 shares of common stock
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(ii) Shared power to vote or to direct the vote: Not applicable

(iii) Sole power to dispose or to direct the disposition of: 72,888 shares of common stock

(iv) Shared power to dispose or to direct the disposition of: Not applicable

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2010

Mitchell Partners, L.P.

J.E. Mitchell & Co., L.P.

James E. Mitchell

By: /s/ James E. Mitchell

By: /s/ James E. Mitchell

By: /s/ James E. Mitchell

James E. Mitchell,  
General Partner of  
J.E. Mitchell & Co., L.P.,  
General Partner of  
Mitchell Partners, L.P.

James E. Mitchell,  
General Partner of  
J.E. Mitchell & Co., L.P.

James E. Mitchell  
Individually