#### HYNES MARY ANN

Form 4

February 09, 2012

## FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HYNES MARY ANN

Symbol CORN PRODUCTS

(Check all applicable)

(Last) (First) (Middle)

INTERNATIONAL INC [CPO]

Director 10% Owner Other (specify \_X\_\_ Officer (give title

5 WESTBROOK CORPORATE

(Month/Day/Year) 02/07/2012

Sr VP, GC, Corp Sec & CCO

**CENTER** 

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

below)

WESTCHESTER, IL 60154

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D) 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)
Common Stock	02/07/2012		Code V A	Amount 2,100 (1)	(D)	Price \$ 0	20,799.7358	D	
Common Stock	02/07/2012		A	15,750 (2)	A	\$ 0	36,549.7358	D	
Common Stock	02/07/2012		F	4,989 (3)	D	\$ 55.95	31,560.7358 (4)	D	
Common Stock							7,318.388	I	By 401 (k) Plan
Common Stock							2,000	I	Fidelity Rollover

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Iransaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	5. Number iom f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Employee Stock Options(Right	\$ 55.95	02/07/2012		A	9,100	<u>(7)</u>	02/06/2022	Common Stock	9,100

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HYNES MARY ANN 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154

Sr VP, GC, Corp Sec & CCO

# **Signatures**

to Buy)

Mary Ann Hynes 02/09/2012

\*\*Signature of Date Reporting Person

Reporting Owners 2

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### **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).
- These are restricted stock units ("RSUs") issued under the Corn Products International, Inc. Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU) and will vest on February 7, 2015. In the event of termination of
- employment due to death, disability or retirement (defined as age 55 and 10 years of service or age 62), the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- (2) Shares acquired upon vesting of performance share award granted January 27, 2009. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Corn Products International, Inc.'s common stock.
- (3) Shares withheld to pay applicable taxes upon the vesting of performance share award granted January 27, 2009.
- (4) Includes restricted stock units acquired through deemed dividend reinvestment.
- (5) Each phantom stock unit represents the right to receive one share of common stock.
- (6) Includes phantom stock units acquired through deemed dividend reinvestment.
- (7) These options become exercisable in three equal annual installments on February 7, 2013, 2014 and 2015.

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.