

Ingredient Inc
Form 4
February 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
GORDON ILENE S

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingredient Inc [INGR]

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2014

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)
Chairman, President and CEO

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	(A) or (D)	Price
Common Stock	02/04/2014		A		21,800 (1)	A	\$ 0 114,797.3476
Common Stock	02/04/2014		A		36,549 (2)	A	\$ 0 151,346.3476
Common Stock	02/04/2014		F		14,716 (3)	D	\$ 59.58 136,630.3476 (4)
Common Stock						I	41,030 (5) By GRAT
Common Stock						I	152,208 (6) By GRAT

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- (4) Includes RSUs acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.

- Excludes 13,281 shares previously reported as indirectly owned which were transferred to the reporting person in payment of the annuity by a grantor retained annuity trust ("GRAT") on December 17, 2012 and 12,250 shares previously reported as indirectly owned which were transferred to the reporting person in payment of the annuity by a GRAT on December 10, 2013. These 25,531 shares are reported on this Form 4 as directly owned. 66,561 shares were contributed to this GRAT on December 21, 2011.

- (6) These shares were previously reported as directly owned but were contributed to a GRAT on February 20, 2013.

- (7) These options become exercisable in three equal annual installments on February 4, 2015, 2016 and 2017.

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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