

SCOTT SAMUEL C III  
Form 4  
August 15, 2006

**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 \*  
SCOTT SAMUEL C III

2. Issuer Name and Ticker or Trading Symbol  
CORN PRODUCTS  
INTERNATIONAL INC [CPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5 WESTBROOK CORPORATE  
CENTER

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/14/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Street)  
WESTCHESTER, IL 60154

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/14/2006                           |  | S <sup>(1)</sup>               | 100 D   | \$ 32.32  | 123,870  | D                                 |
| Common Stock                    | 08/14/2006                           |  | S <sup>(1)</sup>               | 683 D   | \$ 32.34  | 123,187  | D                                 |
| Common Stock                    | 08/14/2006                           |  | S <sup>(1)</sup>               | 1,015 D   | \$ 32.35  | 122,172  | D                                 |
| Common Stock                    | 08/14/2006                           |  | S <sup>(1)</sup>               | 1,000 D   | \$ 32.36  | 121,172  | D                                 |
| Common Stock                    | 08/14/2006                           |  | S <sup>(1)</sup>               | 500 D   | \$ 32.37  | 120,672  | D                                 |

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|              |            |                        |       |   |          |            |   |                |
|--------------|------------|------------------------|-------|---|----------|------------|---|----------------|
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 300   | D | \$ 32.38 | 120,372    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 1,000 | D | \$ 32.46 | 119,372    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 1,000 | D | \$ 32.47 | 118,372    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 32.54 | 117,972    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 885   | D | \$ 32.65 | 117,087    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 2,200 | D | \$ 32.66 | 114,887    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 1,500 | D | \$ 32.67 | 113,387    | D |                |
| Common Stock | 08/14/2006 | <u>S<sup>(1)</sup></u> | 3,000 | D | \$ 32.73 | 110,387    | D |                |
| Common Stock |            |                        |       |   |          | 38,397.549 | I | By 401(k) Plan |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (Right to buy)       | \$ 16.1563   | 08/14/2006                           |  | M                              | 95,500  | <u>(2)</u>   | 01/21/2008  | Common Stock               | 95,500 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SCOTT SAMUEL C III<br>5 WESTBROOK CORPORATE CENTER<br>WESTCHESTER, IL 60154 | X             |           | Chairman, President and CEO |       |

## Signatures

Mary Ann Hynes, Attorney  
in Fact 08/15/2006

\_\_Signature of Reporting Person Date

## 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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2006.
  - (2) The option become exercizable in three equal installments on January 21, 1999, 2000 and 2001.

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.