GORDON ILENE S

Form 4 May 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORDON ILENE S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

CORN PRODUCTS

INTERNATIONAL INC [CPO]

(Check all applicable)

Chairman, President and CEO

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2010

_X__ Director 10% Owner X_ Officer (give title Other (specify

5 WESTBROOK CORPORATE

(Street)

(State)

CENTER

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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

WESTCHESTER, IL 60154

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of 6. Securities Ownership Indirect Beneficially Form: Beneficial Owned Following Direct (D) Ownership or Indirect Reported (Instr. 4) Transaction(s) (I)

D

(A) Code V (D) Price Amount

(Instr. 3 and 4) (Instr. 4)

Common 05/04/2010 Stock

104,703.7645 $F^{(1)}$ 21,908 D 36.22 (2)(3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: GORDON ILENE S - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	5. 6. Date Exercisable and		7. Title and		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3 and 4)			Own
	Security									Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
						Date Expiration		or Title Number			
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Other GORDON ILENE S

5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154

X

Chairman, President and CEO

Relationships

Signatures

Mary Ann Hynes, Attorney 05/05/2010 in Fact

**Signature of Reporting Person

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) Shares withheld to pay taxes upon the vesting of 55,530 restricted stock units granted on May 4, 2009.

These are 33,622 shares of common stock and 71,081.7645 restricted stock units issued under the Corn Products International, Inc. Stock Incentive Plan. 55,531.4506 of these restricted stock units will become vested on May 4, 2011, 3,109.2478 of these restricted stock units will become vested on May 4, 2012, 3,110.2665 of these restricted stock units will become vested on May 4, 2013, 3,110.2665 of these restricted stock units will become vested on May 4, 2014, 3,110.2665 of these restricted stock units will become vested on May 4, 2015

- and 3,110.2665 of these restricted stock units will become vested on May 4, 2016, provided, that all of the restricted stock units will become vested in the event of the reporting person's death or disability while employed by the issuer, upon the reporting person's involuntary termination by the issuer without cause or upon the occurrence of a change in control as defined in the reporting person's Executive Severance Agreement.
- (3) Includes restricted stock units acquired through deemed dividend reinvestment.

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.

Reporting Owners 2