HENDRICKS KAREN L

Form 4

February 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HENDRICKS KAREN L

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

below)

Symbol CORN PRODUCTS

INTERNATIONAL INC [CPO]

(Check all applicable)

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

(Zip)

(Month/Day/Year) 02/13/2012

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

5 WESTBROOK CORPORATE **CENTER**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WESTCHESTER, IL 60154

(City)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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	02/13/2012		M	4,000	A	\$ 16.565	25,797.6806	D	
Common Stock	02/13/2012		S	1,147	D	\$ 57.84 (1)	24,650.6806 (2)	D	

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

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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. Transactic Code (Instr. 8)	ansaction Derivative Expiration ode Securities (Month/E			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
N0n-qualified stock option	\$ 16.565	02/13/2012		M	4,000 (3)	<u>(4)</u>	04/30/2012	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ENDRICKS KAREN L VESTBROOK CORPORATE CENTER ESTCHESTER, IL 60154	X					

Signatures

HEI 5 W WE

Mary Ann Hynes, Attorney in Fact 02/15/2012

**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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.84 to \$57.8401, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.
- (2) Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend reinvestment.
- (3) This option was previously reported as covering 2,000 shares at an exercise price of \$33.13 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
- (4) This option vested in one annual installment on May 1, 2003.

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.

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