

BEEBE CHERYL K
Form 4
December 04, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BEEBE CHERYL K

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

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)
Exec. VP and CFO

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	11/30/2012		M		21,266	A	\$ 28.75
							101,545.3551
Common Stock	11/30/2012		S ⁽¹⁾		21,266	D	\$ 64.447
							80,279.3551
Common Stock	11/30/2012		M		12,134	A	\$ 25.58
							92,413.3551
Common Stock	11/30/2012		S ⁽¹⁾		12,134	D	\$ 64.604
							80,279.3551
	11/30/2012		M		3,619	A	\$ 33.8
							83,898.3551

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Common Stock									
Common Stock	11/30/2012	S ⁽¹⁾	3,619	D	\$ 65.005 <u>(4)</u>	80,279.3551	D		
Common Stock	12/03/2012	M	26,881	A	\$ 33.8	107,160.3551	D		
Common Stock	12/03/2012	S ⁽¹⁾	26,881	D	\$ 65.034 <u>(5)</u>	80,279.3551 <u>(6)</u>	D		
Common Stock						4,012.194	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 28.75	11/30/2012		M	21,266	<u>(7)</u> 01/25/2020	Common Stock 21,266
Employee Stock Options (Right to Buy)	\$ 25.58	11/30/2012		M	12,134	<u>(8)</u> 01/26/2019	Common Stock 12,134
Employee Stock Options	\$ 33.8	11/30/2012		M	3,619	<u>(9)</u> 01/22/2017	Common Stock 3,619

(Right to Buy)

Employee Stock

Options	\$ 33.8	12/03/2012	M	26,881	(9)	01/22/2017	Common Stock	26,881
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEEBE CHERYL K 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Exec. VP and CFO	

Signatures

Christine M. Castellano, Attorney
in Fact 12/04/2012

**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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2012.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.30 to \$64.50, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.50 to \$65.00, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.02, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.15, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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.
- (5) Includes restricted stock units acquired through deemed dividend reinvestment.
- (6) Two thirds of these options vested in two equal annual installments on January 26, 2011 and 2012, and the remaining one third of these options will vest on January 26, 2013.
- (7) These options vested in three equal annual installments on January 27, 2010, 2011 and 2012.
- (8) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.
- (9)

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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