BEEBE CHERYL K

Form 4

December 04, 2012

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

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if no longer subject to Section 16. Form 4 or Form 5

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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 * BEEBE CHERYL K			2. Issuer Name and Ticker or Trading Symbol Ingredion Inc [INGR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
5 WESTBROOK CORPORATE CENTER		PORATE	11/30/2012	_X_ Officer (give titleOther (specify below)		
				Exec. VP and CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WESTCHESTER, IL 60154		0154		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of, o	or Beneficially	y 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. Securit coor Dispos (Instr. 3, 4	ed of (` ′	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	11/30/2012		M	21,266	A	\$ 28.75	101,545.3551	D	
Common Stock	11/30/2012		S <u>(1)</u>	21,266	D	\$ 64.447 (2)	80,279.3551	D	
Common Stock	11/30/2012		M	12,134	A	\$ 25.58	92,413.3551	D	
Common Stock	11/30/2012		S <u>(1)</u>	12,134	D	\$ 64.604 (3)	80,279.3551	D	
	11/30/2012		M	3,619	A	\$ 33.8	83,898.3551	D	

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Common Stock								
Common Stock	11/30/2012	S(1)	3,619	D	\$ 65.005 (4)	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 (5)	80,279.3551 (6)	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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SEC 1474

(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. Transactic Code (Instr. 8)	orDeri Secu Acq or D (D) (Inst	5. Number of brighter in the first of the fi		ate	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

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(Right to Buy)

Employee

Stock

(Right to Buy)

Options \$ 33.8 12/03/2012

M 26,881 01/22/2017

Common 26,881

Stock

Reporting Owners

Reporting Owner Name / Address		Relation	ships	
1	Director	10% Owner	Officer	Other
BEEBE CHERYL K			Exec.	
5 WESTBROOK CORPORATE CENTER			VP and	
WESTCHESTER, IL 60154			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).
- 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, **(1)**
- 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.
- 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.
- 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.
- 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.
- (6) Includes restricted stock units acquired through deemed dividend reinvestment.
- 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.
- These options vested in three equal annual installments on January 27, 2010, 2011 and 2012.
- (9) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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