SCOTT SAMUEL C III

Form 4 July 29, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

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).

(Last)

(City)

(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

Issuer

INTERNATIONAL INC [CPO]

(Check all applicable)

5. Relationship of Reporting Person(s) to

5 WESTBROOK CORPORATE

(Street)

(State)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 07/25/2008

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

Chairman, President and CEO

CENTER

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 an Paneficially On

WESTCHESTER, IL 60154

(- 3)	(1 abi	e I - Non-D	erivative	Secur	ities Acq	uirea, Disposea o	, or Beneficial	ly Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/25/2008		M	292 (1)	A	\$0	201,624	D	
Common Stock	07/25/2008		F	115 (2)	D	\$ 46.66	201,509	D	
Common Stock							38,912.937 (3)	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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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. Transactio Code (Instr. 8)	5. Number of tionDerivative 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
Phantom Stock	\$ 0	07/25/2008		M(4)		291.6197	(5)	<u>(6)</u>	Common Stock	291.6197

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCOTT SAMUEL C III
5 WESTBROOK CORPORATE CENTER X Chairman, President and CEO
WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney o7/29/2008 in Fact

**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).
- (3) The information in this report is based on a plan statement dated as of June 30, 2008.
- (2) Shares of common stock withheld to pay applicable taxes upon distribution of shares of common stock distributed to the reporting person on account of phantom stock units in his account in Corn Products' Supplemental Executive Retirement Plan.
- (6) The phantom stock units are to be settled at different times following the termination of service of the reporting person depending on the applicable distribution election for the various accounts which make up the total units.
- (5) The phantom stock units are to be settled at different times following the termination of service of the reporting person depending on the applicable distribution election for the various accounts which make up the total units.
- (1) Shares of common stock paid to the reporting person upon conversion of phantom stock units and distribution from the reporting person's account in Corn Products' Supplemental Executive Retirement Plan.
- (4) Conversion of phantom stock units and payment to the reporting person of shares of common stock from the reporting person's account in Corn Products' Supplemental Executive Retirement Plan.

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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