

Bunge LTD
Form 4
May 21, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGELS WILLIAM

(Last) (First) (Middle)

**C/O BUNGE LTD., 50 MAIN
STREET, 6TH FLOOR**

(Street)

WHITE PLAINS,, NY 10606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Bunge LTD [BG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2015

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	05/19/2015		M	5,500	A \$ 60.815	22,787	D
Common Stock	05/19/2015		F	3,716	D \$ 91.4295	19,071	D
Common Stock	05/19/2015		M	5,500	A \$ 57.62	24,571	D
Common Stock	05/19/2015		F	3,509	D \$ 91.4295	21,062	D
	05/20/2015		A		A \$ 0	22,732	D

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Common Stock ⁽³⁾ 1,670 ⁽⁴⁾

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 60.815	05/19/2015		M	5,500	01/01/2006 05/26/2015	Common Stock	5,500
Stock Option (right to buy)	\$ 57.62	05/19/2015		M	5,500	01/01/2007 05/25/2016	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENGELS WILLIAM
C/O BUNGE LTD., 50 MAIN STREET
6TH FLOOR
WHITE PLAINS,, NY 10606

X

Signatures

/s/ John Tropeano,
Attorney-in-Fact

05/21/2015

**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 transactions reported on this Form 4 were effected pursuant to a written 10b5-1 trading plan adopted in accordance with SEC Rule 10b5-1.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.21 to \$91.81, inclusive. The reporting person undertakes to provide to Bunge Ltd., any security holder of Bunge Ltd., 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 range set forth in this footnote (2) to this Form 4.

(3) Represents a grant to the reporting person of Restricted Stock Units ("RSUs") on May 20, 2015 (the "date of grant"). Each RSU represents a contingent right to receive one share of BG common stock upon the settlement date.

(4) Each RSU fully vests on the first anniversary of the date of grant and settles as soon as practicable thereafter.

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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