

GORDON ILENE S

Form 4

May 05, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON ILENE S

2. Issuer Name **and** Ticker or Trading
Symbol
CORN PRODUCTS
INTERNATIONAL INC [CPO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5 WESTBROOK CORPORATE
CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

(Street)
WESTCHESTER, IL 60154

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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) (A) or (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)
			Code	V	Amount	Price	
Common Stock	05/04/2010		F(1)		21,908	\$ 36.22	D
						104,703.7645 (2) (3)	

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

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information contained in this form are not
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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)**

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GORDON ILENE S 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X Chairman, President and CEO

Signatures

Mary Ann Hynes, Attorney
in Fact 05/05/2010

__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) Shares withheld to pay taxes upon the vesting of 55,530 restricted stock units granted on May 4, 2009.

These are 33,622 shares of common stock and 71,081.7645 restricted stock units issued under the Corn Products International, Inc. Stock Incentive Plan. 55,531.4506 of these restricted stock units will become vested on May 4, 2011, 3,109.2478 of these restricted stock units will become vested on May 4, 2012, 3,110.2665 of these restricted stock units will become vested on May 4, 2013, 3,110.2665 of these restricted stock units will become vested on May 4, 2014, 3,110.2665 of these restricted stock units will become vested on May 4, 2015 and 3,110.2665 of these restricted stock units will become vested on May 4, 2016, provided, that all of the restricted stock units will become vested in the event of the reporting person's death or disability while employed by the issuer, upon the reporting person's involuntary termination by the issuer without cause or upon the occurrence of a change in control as defined in the reporting person's Executive Severance Agreement.

(3) Includes restricted stock units acquired through deemed dividend reinvestment.

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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