

Ingredient Inc
Form 3
January 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â de Abreu Souza Ricardo | | (Month/Day/Year) | Ingredient Inc [INGR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2014 | | |
| 5 WESTBROOK CORPORATE CENTER | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| WESTCHESTER, IL 60154 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Sr VP and Pres, S A Ingr Sol | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|--|---|
| Common Stock | 11,877.3116 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------------------------|------------------|-----------------|----------------------------|----------------------------|
| Employee Stock Options (Right to Buy) | Â (4) | 01/23/2016 | Common Stock 5,400 | \$ 25.825 D Â |
| Employee Stock Options (Right to Buy) | Â (5) | 01/22/2017 | Common Stock 5,000 | \$ 33.8 D Â |
| Employee Stock Options (Right to Buy) | Â (6) | 01/28/2018 | Common Stock 5,400 | \$ 34.36 D Â |
| Employee Stock Options (Right to Buy) | Â (7) | 01/26/2019 | Common Stock 5,400 | \$ 25.58 D Â |
| Employee Stock Options (Right to Buy) | Â (8) | 01/25/2020 | Common Stock 7,500 | \$ 28.75 D Â |
| Employee Stock Options (Right to Buy) | Â (9) | 02/07/2021 | Common Stock 3,300 | \$ 47.95 D Â |
| Employee Stock Options (Right to Buy) | Â (10) | 02/06/2022 | Common Stock 3,700 | \$ 55.95 D Â |
| Employee Stock Options (Right to Buy) | Â (11) | 02/04/2023 | Common Stock 3,806 | \$ 66.07 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| de Abreu Souza Ricardo 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | Â | Â | Â Sr VP and Pres, S A Ingr Sol | Â |

Signatures

Christine M. Castellano,
Attorney-in-Fact

01/13/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 3,000 shares of restricted stock. The restrictions on these 3,000 shares will lapse on the fifth anniversary of the January 26, 2010 grant date.

Includes 4,024 restricted stock units ("RSUs") issued under the Ingredion Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU). 1,300 RSUs will vest on February 8, 2014, 1,400 RSUs will vest on February 7, 2015 and 1,324 RSUs will vest on February 5, 2016. In the event of termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service), the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month period.
 - (3) Includes RSUs acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.

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- (4) These options vested in two equal annual installments on January 24, 2007 and 2008.
- (5) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.
- (6) These options vested in three equal annual installments on January 29, 2009, 2010 and 2011.
- (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 26, 2011, 2012 and 2013.
- (9) Two thirds of these options vested in two equal annual installments on February 8, 2012 and 2013, and the remaining one third of these options will vest on February 8, 2014.
- (10) One third of these options vested on February 7, 2013, and the remaining two thirds of these options will vest in two equal annual installments on February 7, 2014 and 2015.
- (11) These options will vest in three equal annual installments on February 5, 2014, 2015 and 2016.

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Remarks:

Exhibit List Exhibit 24 -- Power of Attorney

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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