

Kokke Jorgen
Form 4
November 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kokke Jorgen

2. Issuer Name and Ticker or Trading Symbol
Ingredion Inc [INGR]

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)
11/15/2017

____ Director
 Officer (give title below) _____ Other (specify below)
Sr VP & Pres, Asia-Pac & EMEA

(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/15/2017 | | M | 7,700 A \$ 59.58 | 23,119.4141 | D | |
| Common Stock | 11/15/2017 | | M | 5,000 A \$ 82.28 | 28,119.4141 | D | |
| Common Stock | 11/15/2017 | | M | 3,559 A \$ 99.96 | 31,678.4141 | D | |
| Common Stock | 11/15/2017 | | S ⁽¹⁾ | 12,636 D \$ 132.7092 | 19,042.4141 | D | |
| Common Stock | 11/15/2017 | | S ⁽²⁾ | 7,738 D \$ 133.4595 | 11,304.4141 | D | |

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Common Stock 11/16/2017 S 300 ⁽⁵⁾ D \$ 133.39 11,004.4141 ⁽⁴⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 59.58 | 11/15/2017 | | M | 7,700 | <u>(6)</u> 02/03/2024 | Common Stock | 7,700 |
| Employee Stock Options (Right to Buy) | \$ 82.28 | 11/15/2017 | | M | 5,000 | <u>(7)</u> 02/02/2025 | Common Stock | 5,000 |
| Employee Stock Options (Right to Buy) | \$ 99.96 | 11/15/2017 | | M | 3,559 | <u>(8)</u> 02/01/2026 | Common Stock | 3,559 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kokke Jorgen 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Sr VP & Pres, Asia-Pac & EMEA | |

Signatures

Christine M. Castellano,
Attorney-in-Fact

11/17/2017

__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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.322 to \$133.3059, 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 range 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 \$133.34 to \$133.74, 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 range set forth in the immediately preceding sentence.
 - (2) Includes 300 shares held in joint tenancy with the reporting person's spouse, Anna M. Kokke-Radelaar.
 - (3) Includes restricted stock units ("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.
 - (4) These 300 shares were previously held in joint tenancy with the reporting person's spouse, Anna M. Kokke-Radelaar.
 - (5) These options vested in equal annual installments on February 4, 2015, 2016 and 2017.
 - (6) Two thirds of these options became exercisable in equal annual installments on February 3, 2016 and 2017, and the remaining one third of these options will become exercisable on February 3, 2018.
 - (7) One third of these options became exercisable on February 2, 2017, and the remaining two thirds of these options will become exercisable in equal annual installments on February 2, 2018 and 2019.
 - (8)

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.