

Castellano Christine M.
 Form 4
 November 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Castellano Christine M.

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2018

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)
 Sr. VP, GC, Corp. Sec. & CCO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/06/2018		M	4,800 A \$ 28.75	28,168.2324	D	
Common Stock	11/06/2018		M	1,667 A \$ 47.95	29,835.2324	D	
Common Stock	11/06/2018		M	2,800 A \$ 55.95	32,635.2324	D	
Common Stock	11/06/2018		M	5,700 A \$ 66.07	38,335.2324	D	
Common Stock	11/06/2018		M	11,100 A \$ 59.58	49,435.2324	D	

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Common Stock	11/06/2018		M	11,200	A	\$ 82.28	60,635.2324	D	
Common Stock	11/06/2018		S	36,367	D	\$ <u>105.2789</u> ⁽¹⁾	24,268.2324	D	
Common Stock	11/06/2018		S	900	D	\$ 105.99	<u>23,368.2324</u> ⁽²⁾	D	
Common Stock							<u>1,642.4419</u> ^{(3) (4)}	I	Phantom Stock
Common Stock							1,226.088	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 28.75	11/06/2018		M	4,800	<u>(5)</u> 01/25/2020	Common Stock 4,800
Employee Stock Options (Right to Buy)	\$ 47.95	11/06/2018		M	1,667	<u>(6)</u> 02/07/2021	Common Stock 1,667
Employee Stock Options (Right to Buy)	\$ 55.95	11/06/2018		M	2,800	<u>(7)</u> 02/06/2022	Common Stock 2,800

Buy)									
Employee Stock Options (Right to Buy)	\$ 66.07	11/06/2018	M	5,700	<u>(8)</u>	02/04/2023	Common Stock	5,700	
Employee Stock Options (Right to Buy)	\$ 59.58	11/06/2018	M	11,100	<u>(9)</u>	02/03/2024	Common Stock	11,100	
Employee Stock Options (Right to Buy)	\$ 82.28	11/06/2018	M	11,200	<u>(10)</u>	02/02/2025	Common Stock	11,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Castellano Christine M. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Sr. VP, GC, Corp. Sec. & CCO	

Signatures

Christine M.
Castellano

11/07/2018

 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 \$104.82 to \$105.69, inclusive. The reporting person undertakes to provide Ingridion Incorporated, any security holder of Ingridion 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 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.
 - (3) Each phantom stock unit represents the right to receive one share of common stock.
 - (4) Includes phantom stock units acquired through deemed dividend reinvestment.
 - (5) The grant of options which included these options vested in three equal annual installments on January 26, 2011, 2012 and 2013.
 - (6) The grant of options which included these options vested in three equal annual installments on February 8, 2012, 2013 and 2014.
 - (7) These options vested in three equal annual installments on February 7, 2013, 2014 and 2015.

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- (8) These options vested in three equal annual installments on February 5, 2014, 2015 and 2016.
- (9) These options vested in three equal annual installments on February 4, 2015, 2016 and 2017.
- (10) These options vested in three equal annual installments on February 3, 2016, 2017 and 2018.

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.