

Bunge LTD
Form 4
May 21, 2015

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 *
DE LA TOUR DAUVERGNE LAURAGUAIS BERNARD P
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O BUNGE LTD., 50 MAIN STREET, 6TH FLOOR
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

WHITE PLAINS,, NY 10606
(City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock	03/31/2015		W	V 98,254 A \$ 0	444,318	D	
Common Stock ⁽¹⁾	05/19/2015		M	5,500 A \$ 60.815	449,818	D	
Common Stock ⁽¹⁾	05/19/2015		F	3,712 D 91.4678 ⁽²⁾	446,106	D	
Common Stock ⁽¹⁾	05/19/2015		S	1,788 D 91.4678 ⁽²⁾	444,318	D	
	05/19/2015		M	5,500 A \$ 57.62	449,818	D	

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Common Stock ⁽¹⁾								
Common Stock ⁽¹⁾	05/19/2015	F	3,510	D	\$ 91.4667 ⁽³⁾	446,308	D	
Common Stock ⁽¹⁾	05/19/2015	S	1,990	D	\$ 91.4667 ⁽³⁾	444,318	D	
Common Stock ⁽⁴⁾	05/20/2015	A	1,670 ⁽⁵⁾	A	\$ 0	445,988	D	
Common Stock						3	I	By Spouse

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
Stock Option (right to buy) ⁽¹⁾	\$ 60.815	05/19/2015		M	5,500	01/01/2006 05/26/2015	Common Stock	5,500
Stock Option (right to buy) ⁽¹⁾	\$ 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

Reporting Owners

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Director 10% Owner Officer Other

DE LA TOUR DAUVERGNE LAURAGUAIS BERNARD P
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) These transactions 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 \$91.18 to \$91.60, inclusive.
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 \$91.67, 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 ranges set forth in footnote (2) and this footnote (3) 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) 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.
- (5) 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. 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.