

KORNMAYER ROBIN A
 Form 4
 November 09, 2010

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 *
KORNMAYER ROBIN A

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

5 WESTBROOK CORPORATE CENTER

(Street)

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

WESTCHESTER, IL 60154

(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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/05/2010		M			14,200	A	\$ 16.92	26,962	D	
Common Stock	11/05/2010		S ⁽¹⁾			14,200	D	\$ 43.0432	12,762	D	
Common Stock	11/05/2010		M			14,200	A	\$ 24.6975	26,962	D	
Common Stock	11/05/2010		S ⁽²⁾			14,200	D	\$ 43.0563	12,762	D	
Common Stock									5.352 ⁽³⁾	I	401k

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Common Stock 7,840.0832
(4) (5) I Phantom Stock

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 16.92	11/05/2010		M	14,200 <u>(6)</u>	<u>(7)</u> 10/30/2013	Common Stock	14,200
Employee Stock Options(Right to Buy)	\$ 24.6975	11/05/2010		M	14,200 <u>(8)</u>	<u>(9)</u> 11/04/2014	Common Stock	14,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORNMAYER ROBIN A 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154				VP and Controller

Signatures

Mary Ann Hynes, Attorney
in Fact 11/09/2010
**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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.03 to \$43.045, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. 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 the immediately preceding sentence.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.045 to \$43.10, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. 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 the immediately preceding sentence.

(3) The information in this report is based on a plan statement dated as of October 31, 2010.

(4) Each phantom stock unit represents the right to receive one share of common stock.

(5) Includes phantom stock units acquired through deemed dividend reinvestment.

(6) This option was previously reported as covering 7,100 shares at an exercise price of \$33.84 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.

(7) This option vested in two equal annual installments on October 31, 2004 and 2005.

(8) This option was previously reported as covering 7,100 shares at an exercise price of \$49.395 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.

(9) This option vested in two equal annual installments on November 5, 2005 and 2006.

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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