

HYNES MARY ANN
 Form 4
 February 09, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 HYNES MARY ANN

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)
 5 WESTBROOK CORPORATE
 CENTER

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, GC, Corp Sec & CCO

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2012		A		2,100 (1) \$ 0	D	
Common Stock	02/07/2012		A		15,750 (2) \$ 0	D	
Common Stock	02/07/2012		F		4,989 (3) \$ 55.95	D	
Common Stock					7,318.388	I	By 401 (k) Plan
Common Stock					2,000	I	Fidelity Rollover

Common Stock	14,818.3424 <u>(5)</u> <u>(6)</u>	I	IRA Phantom Stock
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Options(Right to Buy)	\$ 55.95	02/07/2012		A	9,100	<u>(7)</u> 02/06/2022	Common Stock	9,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYNES MARY ANN 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Sr VP, GC, Corp Sec & CCO	

Signatures

Mary Ann Hynes
02/09/2012
Date

**Signature of Reporting Person

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).

- These are restricted stock units ("RSUs") issued under the Corn Products International, Inc. Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU) and will vest on February 7, 2015. In the event of termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service or age 62), the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- (1) Shares acquired upon vesting of performance share award granted January 27, 2009. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Corn Products International, Inc.'s common stock.
 - (2) Shares withheld to pay applicable taxes upon the vesting of performance share award granted January 27, 2009.
 - (3) Includes restricted stock units acquired through deemed dividend reinvestment.
 - (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) These options become exercisable in three equal annual installments on February 7, 2013, 2014 and 2015.

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.