

Castellano Christine M.
 Form 3
 October 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Castellano Christine M. | | (Month/Day/Year) | Ingredion Inc [INGR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/01/2012 | | |
| 5 WESTBROOK CORPORATE CENTER | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr. VP, GC and Corp. Sec. | |
| WESTCHESTER,Â ILÂ 60154 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,505.0976 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | D | Â |
| Common Stock | 1,513.2146 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: Castellano Christine M. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Options (Right to Buy) | Â (4) | 01/23/2016 | Common Stock | 5,400 | \$ 25.825 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 01/22/2017 | Common Stock | 4,500 | \$ 33.8 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 01/28/2018 | Common Stock | 3,600 | \$ 34.36 | D | Â |
| Employee Stock Options (Right to Buy) | Â (7) | 01/26/2019 | Common Stock | 3,600 | \$ 25.58 | D | Â |
| Employee Stock Options (Right to Buy) | Â (8) | 01/25/2020 | Common Stock | 4,800 | \$ 28.75 | D | Â |
| Employee Stock Options (Right to Buy) | Â (9) | 02/07/2021 | Common Stock | 1,667 | \$ 47.95 | D | Â |
| Employee Stock Options (Right to Buy) | Â (10) | 02/06/2022 | Common Stock | 2,800 | \$ 55.95 | D | Â |

Reporting Owners

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

Signatures

Christine M. Castellano
10/05/2012

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,100 shares of restricted stock. The restrictions on these 1,100 shares will lapse on the fifth anniversary of the January 27, 2009 grant date.
- (2) Includes 1,800 restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU). 800 RSUs will vest on February 8, 2014, and 1,000 RSUs 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), the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- (3) Includes restricted stock units 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) The grant of options which included these options vested in two equal annual installments on January 24, 2007 and 2008.

Edgar Filing: Castellano Christine M. - Form 3

- (5) The grant of options which included these options vested in three equal annual installments on January 23, 2008, 2009 and 2010.
- (6) The grant of options which included these options vested in three equal annual installments on January 29, 2009, 2010 and 2011.
- (7) The grant of options which included these options vested in three equal annual installments on January 27, 2010, 2011 and 2012.
- (8) The grant of options which included these options vested as to two thirds of such options in two equal annual installments on January 26, 2011 and 2012, and the remaining one third will vest on January 26, 2013.
- (9) The grant of options which included these options vested as to one third of such options on February 8, 2012, and the remaining two thirds will vest in two equal annual installments on February 8, 2013 and 2014.
- (10) These options will vest 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.