

CORN PRODUCTS INTERNATIONAL INC
 Form 4
 March 02, 2011

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 *
 Saucier John F.

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)
 02/28/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Corp Strat & Glob Bus

(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)			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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	02/28/2011		S ⁽¹⁾			6,894 D \$ 49.5001	25,646	D	
Common Stock	02/28/2011		M			1,531 A \$ 33.8	27,177	D	
Common Stock	02/28/2011		S ⁽¹⁾			1,531 D \$ 49.502	25,646	D	
Common Stock	02/28/2011		M			9,100 A \$ 25.58	34,746	D	
Common Stock	02/28/2011		S ⁽²⁾			9,100 D \$ 49.3672	25,646	D	

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Common Stock	02/28/2011	M	6,267	A	\$ 28.75	31,913	D	
Common Stock	02/28/2011	S	6,267	D	\$ 49.5	25,646	D	
Common Stock						4.856 ⁽³⁾	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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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	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 33.8	02/28/2011		M	1,531	⁽⁴⁾ 01/22/2017	Common Stock	1,531	
Employee Stock Options(Right to Buy)	\$ 25.58	02/28/2011		M	9,100	⁽⁵⁾ 01/26/2019	Common Stock	9,100	
Employee Stock Options(Right to Buy)	\$ 28.75	02/28/2011		M	6,267	⁽⁶⁾ 01/25/2020	Common Stock	6,267	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Saucier John F.
5 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

Sr VP,
Corp Strat
& Glob Bus

Signatures

Mary Ann Hynes, Attorney
in Fact

03/02/2011

__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 \$49.50 to \$49.51, 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 \$49.00 to \$49.50, 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 February 28, 2011.

(4) This option vested in three equal annual installments on January 23, 2008, 2009 and 2010.

(5) Two thirds of this option vested in equal annual installments on January 27, 2010 and 2011.

(6) One third of this option vested on January 26, 2011.

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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