

Castellano Christine M.
Form 4
December 06, 2018

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 *
Castellano Christine M.

2. Issuer Name and Ticker or Trading Symbol
Ingredion Inc [INGR]

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)
12/03/2018

____ 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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 12/03/2018 | | M | V | 6,762 A \$ 99.96 | 30,130.2324 | D |
| Common Stock | 12/03/2018 | | S | D | 6,662 D \$ 105.1616 | 23,468.2324 | D |
| Common Stock | 12/03/2018 | | S | D | 100 D \$ 106.04 | 23,368.2324 | D |
| Common Stock | 12/03/2018 | | S | D | 6,499 D \$ 105.2021 | 16,869.2324 | D |
| | | | | | | 1,226.743 | I |

Common
Stock

By
401(k)
Plan

Common
Stock

1,642.4419
(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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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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 99.96 | 12/03/2018 | | M | 6,762 | <u>(6)</u> 02/01/2026 | Common Stock | 6,762 |

Reporting Owners

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

Signatures

Christine M.
Castellano 12/06/2018

**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 \$104.9000 to \$105.6900, inclusive. The reporting person undertakes to provide Ingedion Incorporated, any security holder of Ingedion Incorporated 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 range 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 \$105.0000 to \$105.3900, inclusive. The reporting person undertakes to provide Ingedion Incorporated, any security holder of Ingedion Incorporated 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 range set forth in the immediately preceding sentence.
 - (3) Includes RSUs 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) 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) Two thirds of these options vested on February 2, 2017 and 2018, and the remaining one third of these options will vest on February 2, 2019.

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.