

HYNES MARY ANN

Form 4

February 09, 2011

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

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

OMB APPROVAL

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(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)
02/08/2011

____ Director ____ 10% Owner
X 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)
X 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 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)
Common Stock	02/08/2011		A	(A) or (D) Amount (1) 2,200	\$ 0 13,022	D	
Common Stock	02/08/2011		A	(2) 8,243	\$ 0 21,265	D	
Common Stock	02/08/2011		F	(3) 1,650	\$ 47.95 19,615	D	
Common Stock					6,131.823 (4)	I	By 401 (k) Plan
Common Stock					2,000	I	Fidelity Rollover

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Common Stock	14,633.8509 (5) (6)	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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(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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 47.95	02/08/2011		A	9,000	(7) 02/07/2021	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address

Relationships

HYNES MARY ANN
5 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

Director 10% Owner Officer Other

Sr VP, GC, Corp Sec & CCO

Signatures

Mary Ann
Hynes 02/09/2011

**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).

- 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 8, 2014. 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 29, 2008. 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 29, 2008.
 - (3) The information in this report is based on a plan statement dated as of January 31, 2011.
 - (4) Each share of phantom stock represents a 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 8, 2012, 2013 and 2014.

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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