

dos Reis Julio
Form 4
March 05, 2013

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 *
dos Reis Julio

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr VP and Pres, S. A. Ingr Sol

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2013 | | M | V | 3,000 | A | \$ 28.75 31,756.3283 D |
| Common Stock | 03/01/2013 | | M | V | 2,833 | A | \$ 47.95 34,589.3283 D |
| Common Stock | 03/01/2013 | | M | V | 3,200 | A | \$ 55.95 37,789.3283 D |
| Common Stock | 03/01/2013 | | F | | 7,077 <u>(1)</u> | D | \$ 66.59 <u>(2)</u> 30,712.3283 D |

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 28.75 | 03/01/2013 | | M | 3,000 | <u>(3)</u> 01/25/2020 | Common Stock | 3,000 |
| Employee Stock Options (Right to Buy) | \$ 47.95 | 03/01/2013 | | M | 2,833 | <u>(4)</u> 02/07/2021 | Common Stock | 2,833 |
| Employee Stock Options (Right to Buy) | \$ 55.95 | 03/01/2013 | | M | 3,200 | <u>(5)</u> 02/06/2022 | Common Stock | 3,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| dos Reis Julio 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Sr VP and Pres, S. A. Ingr Sol | |

Signatures

Christine M. Castellano,
Attorney-in-Fact

03/05/2013

__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) Shares withheld to pay the exercise price of options exercised and reported here and in Table II and to pay the applicable taxes in connection with such exercises.
- (2) Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend reinvestment.
- (3) These options vested in three equal annual installments on January 26, 2011, 2012 and 2013.
- (4) Two thirds of these options vested in two equal annual installments on February 8, 2012 and 2013, and the remaining one third of these options will vest on February 8, 2014.
- (5) One third of these options vested on February 7, 2013, and the remaining two thirds of these options will vest in two equal annual installments on February 7, 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.