

HYNES MARY ANN  
Form 4  
February 09, 2011

**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 \*  
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  
 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

(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) (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) |   |                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |   |                   |
| Common Stock                    | 02/08/2011                           |  | A                              |   | 2,200<br>(1)  | A  | \$ 0 13,022   | D |                   |
| Common Stock                    | 02/08/2011                           |  | A                              |   | 8,243<br>(2)  | A  | \$ 0 21,265   | D |                   |
| Common Stock                    | 02/08/2011                           |  | F                              |   | 1,650<br>(3)  | D  | \$ 47.95 19,615                                       | D |                   |
| Common Stock                    |                                      |  |                                |   |   |  | 6,131.823 (4)   | I | By 401 (k) Plan   |
| Common Stock                    |                                      |  |                                |   |   |  | 2,000   | I | Fidelity Rollover |

|              |  |                       |   |                   |
|--------------|--|-----------------------|---|-------------------|
| Common Stock |  | 14,633.8509           | I | IRA Phantom Stock |
|              |  | <u>(5)</u> <u>(6)</u> |   |                   |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (Right to Buy)      | \$ 47.95   | 02/08/2011                           |  | A                              | 9,000   | <u>(7)</u> 02/07/2021                                    | Common Stock  | 9,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| HYNES MARY ANN<br>5 WESTBROOK CORPORATE CENTER<br>WESTCHESTER, IL 60154 |               |           | Sr VP, GC, Corp Sec & CCO |       |

## Signatures

Mary Ann Hynes  
02/09/2011  
Date

\*\*Signature of Reporting Person

## 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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