

SCOTT SAMUEL C III

Form 4

August 15, 2006

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 *
SCOTT SAMUEL C III

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)
08/14/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

(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 (A) or (D) Price		
Common Stock	08/14/2006		S ⁽¹⁾	100	D \$ 32.32	123,870	D
Common Stock	08/14/2006		S ⁽¹⁾	683	D \$ 32.34	123,187	D
Common Stock	08/14/2006		S ⁽¹⁾	1,015	D \$ 32.35	122,172	D
Common Stock	08/14/2006		S ⁽¹⁾	1,000	D \$ 32.36	121,172	D
Common Stock	08/14/2006		S ⁽¹⁾	500	D \$ 32.37	120,672	D

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Common Stock	08/14/2006	<u>S</u> (1)	300	D	\$ 32.38	120,372	D	
Common Stock	08/14/2006	<u>S</u> (1)	1,000	D	\$ 32.46	119,372	D	
Common Stock	08/14/2006	<u>S</u> (1)	1,000	D	\$ 32.47	118,372	D	
Common Stock	08/14/2006	<u>S</u> (1)	400	D	\$ 32.54	117,972	D	
Common Stock	08/14/2006	<u>S</u> (1)	885	D	\$ 32.65	117,087	D	
Common Stock	08/14/2006	<u>S</u> (1)	2,200	D	\$ 32.66	114,887	D	
Common Stock	08/14/2006	<u>S</u> (1)	1,500	D	\$ 32.67	113,387	D	
Common Stock	08/14/2006	<u>S</u> (1)	3,000	D	\$ 32.73	110,387	D	
Common Stock						38,397.549	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 16.1563	08/14/2006		M	95,500	(2) 01/21/2008	Common Stock 95,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT SAMUEL C III 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X		Chairman, President and CEO	

Signatures

Mary Ann Hynes, Attorney
in Fact 08/15/2006

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2006.
- (2) The option become exercizable in three equal installments on January 21, 1999, 2000 and 2001.

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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