

Ingredion Inc  
Form 4  
February 04, 2016

**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 \*  
**GORDON ILENE S**

(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)  
**02/02/2016**

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)

Chairman, President and CEO

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 Beneficial Ownership (Instr. 4)
Common Stock	02/02/2016		A	15,006 (1)	A \$ 0 86,950.9069	D	
Common Stock	02/02/2016		A	53,000 (2)	A \$ 0 139,950.9069	D	
Common Stock	02/02/2016		F	22,343 (3)	D \$ 99.96 117,607.9069 (4)	D	
Common Stock					120,019 (5)	I	GRAT
Common Stock					22,775 (6)	I	By Grat
					85,000	I	By GRAT

Common  
StockCommon  
Stock47,800 <sup>(7)</sup>

I

By GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Number Shares
Employee Stock Options (Right to Buy)	\$ 99.96	02/02/2016		A		128,137		<u>(8)</u>	02/01/2026	Common Stock	128,13

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GORDON ILENE S 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X Chairman, President and CEO

## Signatures

Christine M. Castellano,  
Attorney-in-Fact 02/04/2016

          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) These are restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU) and will vest on February 2, 2019. In the event of termination of employment due to (a)

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death, (b) disability or (c) retirement on or after (i) age 65, (ii) age 62 with 5 years of service or (iii) age 55 with 10 years of service, the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period. Notwithstanding the foregoing, in the event of such retirement on or after February 2, 2017, the RSUs will vest on February 2, 2019.

- (2) Shares acquired upon vesting of performance share award granted February 5, 2013. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Ingredion Incorporated's common stock.
- (3) Shares withheld to pay applicable taxes upon the vesting of performance share award granted February 5, 2013.
- (4) 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.
- (5) These shares were previously reported as directly owned but were contributed to a grantor retained annuity trust ("GRAT") on November 12, 2015
- (6) 8,600 shares were transferred to the reporting person in payment of the annuity by this GRAT on December 9, 2015
- (7) 40,184 shares and on 700 shares were transferred to the reporting person on September 1 and September 2, 2015, respectively in payment of the annuity by this GRAT.
- (8) These options become exercisable in three equal annual installments on February 2, 2017, 2018 and 2019.

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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