

CORN PRODUCTS INTERNATIONAL INC  
 Form 4  
 September 15, 2010

**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 \*  
**RINGLER JAMES M**

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)

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

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

**5 WESTBROOK CORPORATE CENTER**

**09/14/2010**

(Street)

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

**WESTCHESTER, IL 60154**

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/14/2010		M		4,000	A	\$ 14.165
					26,310.5821	D	
Common Stock	09/14/2010		S		4,000	D	\$ 36.75
					22,310.5821	D	
Common Stock	09/14/2010		M		4,000	A	\$ 16.565
					26,310.5821	D	
Common Stock	09/14/2010		S		4,000	D	\$ 36.7582
					22,310.5821	D	
							<u>(1)</u>
							<u>(2)</u>

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 14.165	09/14/2010		M	4,000 (3)	(4) 09/30/2011	Common Stock	4,000
Employee Stock Options(Right to Buy)	\$ 16.565	09/14/2010		M	4,000 (5)	(6) 04/30/2012	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGLER JAMES M 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154		X		

## Signatures

Mary Ann Hynes, Attorney  
in Fact 09/15/2010

\_\_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)

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.75 to \$36.76, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

- (2) Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend reinvestment.
- (3) This option was previously reported as covering 2,000 shares at an exercise price of \$28.33 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
- (4) This option vested in one annual installment on October 1, 2002.
- (5) This option was previously reported as covering 2,000 shares at an exercise price of \$33.13 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
- (6) This option vested in one annual installment on May 1, 2003.

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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