

WEISSER ALBERTO
Form 5
February 09, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WEISSER ALBERTO

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Bunge LTD [BG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO - Bunge Ltd.

C/O BUNGE LTD., 50 MAIN STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

WHITE PLAINS, NY 10606

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|------------------------------------|
| Common Stock | 12/09/2010 | Â | G | 20,924 | D | \$ 0 | 0 | I | By GRAT <u>(1)</u> |
| Common Stock | Â | Â | Â | Â | Â | Â | 2 | D | Â |
| Common Stock | 12/09/2010 | Â | G | 10,462 | A | \$ 0 | 10,462 | I | By Weisser Family Trust <u>(2)</u> |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|------|---------|---|-----------------------------|
| Common Stock | 12/09/2010 | Â | G | 10,462 | A | \$ 0 | 10,462 | I | By Weisser Family Trust (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 214,216 | I | By GRAT (3) |

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. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISSER ALBERTO C/O BUNGE LTD., 50 MAIN STREET WHITE PLAINS, NY 10606 | Â X | Â | Â CEO - Bunge Ltd. | Â |

Signatures

/s/ Thomas F. Albert, Attorney-in-Fact 02/09/2011

__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) In connection with the termination of a grantor annuity trust ("GRAT") previously established by the reporting person on November 3, 2008 for the benefit of himself and his two children, 20,924 shares of Bunge common stock were distributed equally to two family trusts for the benefit of the reporting person's children. The remaining 23,823 shares were distributed to the reporting person and subsequently contributed to a new GRAT established on December 10, 2010.

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- (2) The reporting person's spouse is the trustee of the family trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (3) Includes 32,659 common shares previously owned directly that were contributed to a GRAT on August 24, 2009; 12,875 common shares previously owned directly that were contributed to a GRAT on November 11, 2009; 135,612 common shares previously owned directly that were contributed to a GRAT on September 22, 2010 and 33,070 common shares previously owned directly that were contributed to a GRAT on December 10, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.