

CORN PRODUCTS INTERNATIONAL INC

Form 4

January 25, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIPLEY JAMES J

(Last) (First) (Middle)

**5 WESTBROOK CORPORATE
CENTER**

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**CORN PRODUCTS
INTERNATIONAL INC [CPO]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr VP, Planning, IT & Compliance

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/23/2007	01/23/2007	A ⁽¹⁾		13,937	A	\$ 0	28,706.7813 D
Common Stock	01/25/2007	01/25/2007	D ⁽²⁾		13,937	D	\$ 35.871 ⁽³⁾	14,769.7813 D
Common Stock								35,053.466 I

By 401(k)
Plan

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 33.8	01/23/2007		A		12,700		<u>(4)</u>	01/22/2017	Common Stock	12,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIPLEY JAMES J 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Sr VP, Planning, IT & Compliance

Signatures

Mary Ann Hynes, Attorney
in Fact 01/25/2007

____ 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) Shares deemed to be acquired upon determination of the cash value of performance plan award.

(4) The option becomes exercisable in three equal installments on January 23, 2008, 2009 and 2010.

The cash value of each share in the performance plan award is, in accordance with the terms of the performance plan, the average of the

(3) daily high and low prices of a share of the issuer's common stock on the New York Stock Exchange for the last (20) trading days of the performance period ended December 31, 2006.

(2) Shares deemed to be disposed of in connection with cash settlement of performance plan award.

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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