

KORNMYER ROBIN A

Form 4

January 29, 2009

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 *
KORNMYER ROBIN A

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)
01/27/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, CAO & Controller

(Street)
WESTCHESTER, IL 60154

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/27/2009		A ⁽¹⁾	7,700 A \$ 0	20,462	D	
Common Stock	01/27/2009		D ⁽²⁾	7,588 D \$ 0	12,874	D	
Common Stock	01/27/2009		F ⁽³⁾	112 D \$ 25.58	12,762	D	
Common Stock	01/27/2009		A	7,588 A \$ 0	7,588	I	Phantom Stock ⁽⁴⁾
Common Stock					5.199 ⁽⁵⁾	I	401k

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 25.58	01/27/2009		A	11,200	<u>(6)</u> 01/26/2019	Common Stock	11,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KORNMAYER ROBIN A
5 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

VP, CAO & Controller

Signatures

Mary Ann Hynes, Attorney
in Fact

01/28/2009

 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 acquired upon vesting of performance share award granted January 24, 2006. Vesting of the performance share award was based on criteria in addition to increase in the market price of Corn Products International's common stock.

Upon the vesting of the performance share award granted January 24, 2006, the reporting person deferred the receipt of 7,588 shares of common stock and received instead 7,588 shares of phantom stock pursuant to Corn Products International's deferred compensation plan.
(2) As a result, the reporting person is reporting the disposition of 7,588 shares of common stock in exchange for an equal number of shares of phantom stock.

(3) Shares withheld to pay applicable taxes upon the vesting of performance share award granted January 24, 2006.

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- (4) Each share of phantom stock represents a right to receive one share of common stock.
- (5) The information in this report is based on a plan statement dated as of December 31, 2008.
- (6) The options become exercisable in three equal annual installments beginning on January 27, 2010.

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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