#### BEEBE CHERYL K

Form 4/A

February 23, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

Number:

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEEBE CHERYL K	2. Issuer Name <b>and</b> 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) 02/07/2011	Director 10% Owner Selection Other (specify below) below)  Exec. VP and CFO		
(Street) WESTCHESTER, IL 60154	4. If Amendment, Date Original Filed(Month/Day/Year) 02/09/2011	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) Tab	le I - Non-l	Derivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dis (Instr. 3, 4		` ′	Securities Beneficially	Ownership Form: Direct	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
					(A)		Reported	(Instr. 4)	,
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/07/2011(1)		A A	15,014 (2)	A	\$ 0	76,177.0102	D	
Common Stock	02/07/2011(3)		F	6,224 (4)	D	\$ 48.22 (3)	69,953.0102	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
BEEBE CHERYL K			Exec.			
5 WESTBROOK CORPORATE CENTER			VP and			
WESTCHESTER, IL 60154			CFO			

## **Signatures**

Mary Ann Hynes, Attorney 02/23/2011 in Fact

\*\*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).
- Amended to correct the transaction date. **(1)**
- Shares acquired upon vesting of performance share award granted January 29, 2008. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Corn Products International, Inc.'s common stock.
- Amended to correct the transaction date and price which was based on the closing price on the transaction date. **(3)**
- Amended to correct the number of shares withheld to pay applicable taxes upon the vesting of performance share award granted January 29, 2008.

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

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