Edgar Filing: GORDON ILENE S - Form 4

GORDON I	LENE S										
Form 4											
May 06, 201	11										
FORM	Λ4					~~~ .			OMB AF	PROVAL	
	UNITED	STATES S			AND EX(, D.C. 20		NGE C	COMMISSION	OMB Number:	3235-0287	
Check the if no lon	ger								Expires:	January 31,	
Section 16.				IGES IN BENEFICIAL OWNE SECURITIES				NERSHIP OF	Estimated a	2005 verage	
									burden hou	rs per	
Form 4 Form 5		count to Sa	ation 1	6(a) of the	a Saaurii	ion E	vohona	e Act of 1934,	response	0.5	
obligatio	ons Section 170						•	E Act of 1934, 1935 or Section			
may con <i>See</i> Instr	lunue.			•	t Compar	- ·			L		
1(b).	ruction				F	. <u>,</u>		-			
(Print or Type	Responses)										
1 Name and	Address of Reporting	Person *	2 Iagua	r Nama an	d Tiakar or	Tradia	29	5. Relationship of I	Reporting Pers	on(s) to	
GORDON		-	2. Issue	er Name and Ticker or Trading				Issuer			
Symbo			•	RN PRODUCTS							
					IAL INC	[CPC)]	(Check	all applicable)	
(Last)	(First) (Middle) 3	. Date of	f Earliest T	ransaction			_X_ Director	10%	Owner	
		(]	Month/E	Day/Year)				XOfficer (give t below)	title Othe below)	r (specify	
	ROOK CORPORA	ATE 0)5/04/2	011				/	President and	CEO	
CENTER											
(Street) 4. If Ame			endment, Date Original			6. Individual or Joint/Group Filing(Check					
Filed(Mo				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
WESTCHE	ESTER, IL 60154							Form filed by Mo			
WLDTCIIL	15 TER, 12 00154							Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	y Owned	
1.Title of	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any			3.4. Securities AcquiredfTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of	6.	7. Nature of	
Security (Instr. 3)								Securities Beneficially	1	Indirect Beneficial	
((Month/Day				/	Owned Following	g Direct (D) Ownersh	Ownership		
						(A)		Reported Transaction(s)	or Indirect	(Instr. 4)	
						or	р.	(Instr. 3 and 4)	(I) (Instr. 4)		
				Code V	Amount	(D)	Price	. ,	. ,		
Common Stock	05/04/2011			F	23,320 (1)	D	\$ 53.85	108,884.7165	D		

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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GORDON ILENE S 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Х		Chairman, President and CEO					
Signatures								

Mary Ann Hynes, Attorney 05/06/2011 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).
- (1) Shares withheld to pay applicable taxes upon the vesting of 56,259.5412 restricted stock units ("RSUs") granted on May 4, 2009.

Includes 66,561 shares of common stock. Also includes 15,754.2160 RSUs issued under the Corn Products International, Inc. Stock Incentive Plan on May 4, 2009 and 491.3589 RSUs acquired through deemed dividend reinvestment with respect to these RSUs. 3,150.8432 of these RSUs will become vested on each of May 4, 2012, 2013, 2014, 2015 and 2016, provided, that all of these RSUs will become vested in the event of the reporting person's death or disability while employed by the issuer, upon the reporting person's involuntary termination by the issuer without cause or upon the occurrence of a change in control as defined in the reporting person's

(2) Executive Severance Agreement. Also includes 26,500 RSUs issued under the Corn Products International, Inc. Stock Incentive Plan on February 8, 2011 and 68.9591 RSUs acquired through deemed dividend reinvestment with respect to these RSUs. These RSUs will vest on February 8, 2014. In the event of the reporting person's termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service or age 62), these RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period. Each RSU represents a right to acquire one share of Common Stock.

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.