KLEIN BARBARA A

Form 4 October 03, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations **SECURITIES**

burden hours per response... 0.5

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 *

2. Issuer Name and Ticker or Trading

INTERNATIONAL INC [CPO]

5. Relationship of Reporting Person(s) to Issuer

below)

KLEIN BARBARA A

Symbol CORN PRODUCTS

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

10/03/2011

X_ Director Officer (give title

10% Owner Other (specify

5 WESTBROOK CORPORATE

(Street)

CENTER

(City)

1. Title of

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WESTCHESTER, IL 60154

(Month/Day/Year)

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(Instr. 8)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount

(D) Price 18,447.3889

Common Stock

10/03/2011

581.3583 A (1)

\$0 (2) D

(Instr. 4)

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 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)

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
		(A) or								Repo	
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	Amount		
								0			
						Date Expiration Exercisable Date	Expiration		Number		
							Date	0			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KLEIN BARBARA A 5 WESTBROOK CORPORATE CENTER X WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney 10/03/2011 in Fact

**Signature of Reporting Person

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).
- These are restricted stock units issued to the Company's outside directors as part of their annual retainer and are payable in stock no **(1)** earlier than six months after resignation or retirement as a director and no later than ten years therafter.
- Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend **(2)**

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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