

Ingredient Inc  
Form 4  
February 09, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GORDON ILENE S**

(Last) (First) (Middle)

**5 WESTBROOK CORPORATE CENTER**

(Street)

**WESTCHESTER, IL 60154**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Ingredient Inc [INGR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/07/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/07/2017                           |  | A                              |   | 12,986 (1) \$ 0   | D  |   |
| Common Stock                    | 02/07/2017                           |  | A                              |   | 61,000 (2) \$ 0   | D  |   |
| Common Stock                    | 02/07/2017                           |  | F                              |   | 27,877 (3) \$ 118.97  | D  |   |
| Common Stock                    |                                      |  |                                |   | 44,810 (5)  | I  | By GRAT Remainder Trust                               |
| Common Stock                    |                                      |  |                                |   | 61,000  | I  | By 2013 GRAT  |

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|              |        |   |              |
|--------------|--------|---|--------------|
| Common Stock | 72,369 | I | By 2015 GRAT |
| Common Stock | 88,582 | I | By 2016 GRAT |

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

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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 Number Shares                                    |
| Employee Stock Options (Right to Buy)      | \$ 118.97  | 02/07/2017                           |  | A                              | 106,736   | <u>(6)</u> 02/06/2027                                    | Common Stock 106,73   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| GORDON ILENE S<br>5 WESTBROOK CORPORATE CENTER<br>WESTCHESTER, IL 60154 | X             |           | Chairman, President and CEO |       |

## Signatures

Christine M. Castellano,  
Attorney-in-Fact

02/09/2017

\*\*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) These are restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU) and will vest on February 7, 2020. In the event of termination of employment due to (a)

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death, (b) disability or (c) retirement on or after (i) age 65, (ii) age 62 with 5 years of service or (iii) age 55 with 10 years of service, the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period. Notwithstanding the foregoing, in the event of such retirement on or after February 7, 2018, the RSUs will vest on February 7, 2020.

- (2) Shares acquired upon vesting of performance share award granted February 4, 2014. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Ingredion Incorporated's common stock.
- (3) Shares withheld to pay applicable taxes upon the vesting of performance share award granted February 4, 2014.
- (4) Includes RSUs acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.
- (5) The reporting person's spouse is the trustee of the Trust, and her adult children are the beneficiaries of the Trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (6) These options become exercisable in three equal annual installments on February 7, 2018, 2019 and 2020.

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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