

KORNMAYER ROBIN A
Form 4
February 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
KORNMAYER 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)
02/07/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP and Controller

(Street)
WESTCHESTER, IL 60154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/07/2012		A	(A) V 1,000 (1)	\$ 0 14,774.6071	D	
Common Stock	02/07/2012		A	(A) V 8,225 (2)	\$ 0 22,999.6071	D	
Common Stock	02/07/2012		F	(D) V 2,638 (3)	\$ 55.95 20,361.6071 (4)	D	
Common Stock					15.297	I	By 401(k) Plan
Common Stock					7,962.1571 (6)	I	Phantom Stock

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- (3) Shares withheld to pay applicable taxes upon the vesting of performance share award granted January 27, 2009.
- (4) Includes restricted stock units acquired through deemed dividend reinvestment.
- (5) Each phantom stock unit represents the right to receive one share of common stock.
- (6) Includes phantom stock units acquired through deemed dividend reinvestment.
- (7) These options become exercisable in three equal annual installments on February 7, 2013, 2014 and 2015.

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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