

BEEBE CHERYL K  
Form 4  
January 04, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
BEEBE CHERYL K

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2013

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)  
Exec. VP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2013		M		2,471	A	\$ 34.36
Common Stock	01/02/2013		S <sup>(1)</sup>		2,471	D	\$ 67
Common Stock	01/03/2013		M		9,283	A	\$ 34.36
Common Stock	01/03/2013		S <sup>(1)</sup>		9,283	D	\$ 67.0247
Common Stock	01/04/2013		M		18,446	A	\$ 34.36

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Common Stock	01/04/2013		<u>S</u> <sup>(1)</sup>	18,446	D	\$ 67.0058 <u>(3)</u>	80,279.3551 <u>(4)</u>	D	
Common Stock							4,024.244	I	By 401(k) Plan

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

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SEC 1474  
(9-02)

**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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 34.36	01/02/2013		M	2,471	<u>(5)</u> 01/28/2018	Common Stock	2,471
Employee Stock Options (Right to Buy)	\$ 34.36	01/03/2013		M	9,283	<u>(5)</u> 01/28/2018	Common Stock	9,283
Employee Stock Options (Right to Buy)	\$ 34.36	01/04/2013		M	18,446	<u>(5)</u> 01/28/2018	Common Stock	18,446

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

BEEBE CHERYL K  
5 WESTBROOK CORPORATE CENTER  
WESTCHESTER, IL 60154

Exec.  
VP and  
CFO

## Signatures

Christine M. Castellano, Attorney  
in Fact

01/04/2013

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2012.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.12, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.04, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(4) Includes restricted stock units acquired through deemed dividend reinvestment.

(5) These options vested in three equal annual installments on January 29, 2009, 2010 and 2011.

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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