

Bunge LTD
Form 4
March 28, 2017

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 *
Schroder Soren

(Last) (First) (Middle)

C/O BUNGE LTD., 50 MAIN STREET, 6TH FLOOR

(Street)

WHITE PLAINS, NY 10606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bunge LTD [BG]

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2017

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)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	03/24/2017		M ⁽¹⁾		4,500	A	\$ 51.61	69,140	D
Common Stock	03/24/2017		M		25,000	A	\$ 61.6	94,140	D
Common Stock	03/24/2017		M		30,000	A	\$ 71.2	124,140	D
Common Stock	03/24/2017		M		37,500	A	\$ 67.63	161,640	D
Common Stock	03/24/2017		M		20,000	A	\$ 50.07	181,640	D

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Common Stock	03/24/2017	F	93,066	D	\$ 80.0072 (2)	88,574	D
Common Stock	03/24/2017	S	12,532 (3)	D	\$ 80.0072 (2)	76,042	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 71.2	03/24/2017		M	30,000	03/02/2012 ⁽⁴⁾ 03/02/2021	Common Stock 30,000
Stock Option (Right to Buy)	\$ 67.63	03/24/2017		M	37,500	02/28/2013 ⁽⁵⁾ 02/28/2022	Common Stock 37,500
Stock Option (Right to Buy)	\$ 61.6	03/24/2017		M	25,000	03/03/2011 ⁽⁶⁾ 03/03/2020	Common Stock 25,000
Stock Option (Right to Buy)	\$ 50.07	03/24/2017		M	20,000	03/01/2017 ⁽⁷⁾ 03/01/2026	Common Stock 20,000
Stock Options (Right to buy)	\$ 51.61	03/24/2017		M	4,500	03/13/2010 ⁽⁸⁾ 03/13/2019	Common Stock 4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroder Soren C/O BUNGE LTD. 50 MAIN STREET, 6TH FLOOR WHITE PLAINS, NY 10606			Chief Executive Officer	

Signatures

/s/ John Tropeano,
Attorney-in-Fact

03/28/2017

**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) All of the transactions reported on this Form 4 were effected pursuant to a written 10b5-1 trading plan entered into on March 10, 2017 in accordance with SEC rule 10b5-1. As of the date of this filing, the insider has 675,525 outstanding stock options.
- This price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$80.00 to \$80.13, inclusive.
- (2) The reporting person undertakes to provide to Bunge Limited, any security holder of Bunge Limited, 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 footnote.
- (3) Shares sold for the purpose of the payment of tax liability incident to the exercise of stock options.
- (4) This option was exercisable in three substantially equal installments beginning on March 2, 2012.
- (5) This option was exercisable in three substantially equal installments beginning on February 28, 2013.
- (6) This option was exercisable in three substantially equal installments beginning on March 3, 2011.
- (7) This option was exercisable in three substantially equal installments beginning on March 1, 2017.
- (8) This option was exercisable in three substantially equal installments beginning on March 13, 2010.

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.