HEBBLE JEFFREY B

Form 4

January 26, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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)

See Instruction

1. Name and Address of Reporting Person *

Symbol

01/24/2006

5. Relationship of Reporting Person(s) to

Issuer

HEBBLE JEFFREY B

CORN PRODUCTS INTERNATIONAL INC [CPO]

2. Issuer Name and Ticker or Trading

(Check all applicable)

VP, President Asia/Africa Div

10% Owner

6. Ownership 7. Nature of

Beneficial Ownership

(Last) (First) (Middle)

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

X_ Officer (give title Other (specify below) below)

CORN PRODUCTS INTERNATIONAL INC, 5 WESTBROOK CORPORATE

CENTER

4. If Amendment, Date Original

Applicable Line)

5. Amount of

Director

Filed(Month/Day/Year)

4. Securities Acquired

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

6. Individual or Joint/Group Filing(Check

WESTCHESTER, IL 60154

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	de (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficia	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownersh
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price		_	
Common	01/24/2006	01/24/2006	A	4,388	A	$$0^{(1)}$	28,968	D	
						\$			
~			_		_			_	
Common	01/24/2006	01/24/2006	F	1,888	D	23.43	27,080	D	
						(2)			

3.

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number of TransactiorDerivative		6. Date Exercisable and Expiration Date		7. Title and Amount o Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to buy)	\$ 25.825	01/24/2006		A	33,000	01/24/2007(3)	01/23/2016	Common Stock	33,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
, F	Director	10% Owner	Officer	Other			
HEBBLE JEFFREY B							
CORN PRODUCTS INTERNATIONAL INC			VP, President				
5 WESTBROOK CORPORATE CENTER			Asia/Africa Div				

Signatures

WESTCHESTER, IL 60154

Marcia E. 01/26/2006 Doane

**Signature of Date 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).
- (1) Shares acquired upon settlement of performance share award
- (2) Number of shares witheld in payment of taxes under the terms of the 2003 performance plan
- (3) The option vests in two equal annual installments beginning on January 24, 2007

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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