

BEEBE CHERYL K
Form 4
March 11, 2010

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

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2010

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/09/2010		M		36,000 A \$ 24.6975	D	
Common Stock	03/09/2010		M		40,000 A \$ 25.825	D	
Common Stock	03/09/2010		S		36,000 D \$ 35	D	
Common Stock	03/09/2010		S		40,000 D \$ 35	D	
Common Stock					7,883.609 ⁽²⁾	I	By 401(k)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options(Right to Buy)	\$ 24.6975 (3)	03/09/2010		M	36,000 (3)	(4) 11/04/2014	Common Stock	36,000 (3)	
Employee Stock Options(Right to Buy)	\$ 25.825	03/09/2010		M	40,000	(5) 01/23/2016	Common Stock	40,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BEEBE CHERYL K
5 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

VP and CFO

Signatures

Mary Ann Hynes, Attorney
in Fact 03/11/2010

**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).

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- (1) Includes shares of common stock acquired through dividend reinvestment.
- (2) The information in this report is based on a plan statement dated as of February 28, 2010.
- (3) This option was previously reported as covering 18,000 shares at an exercise price of \$49.3950 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
- (4) This option vested in two equal annual installments on November 5, 2005 and 2006.
- (5) This option vested in two equal annual installments on January 24, 2007 and 2008.

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.