Ingredion Inc Form 3 January 13, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Ingredion Inc [INGR] **DELIO ANTHONY P** (Month/Day/Year) 01/01/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5 WESTBROOK CORPORATE (Check all applicable) **CENTER** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Sr VP and Chief Innovation Off Person WESTCHESTER, ILÂ 60154 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 8,163.6442 (1) (2) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect **Expiration Date** Securities Underlying (Instr. 4) Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	(3)	02/07/2021	Common Stock	3,900	\$ 47.95	D	Â
Employee Stock Options (Right to Buy)	(4)	02/06/2022	Common Stock	5,000	\$ 55.95	D	Â
Employee Stock Options (Right to Buy)	(5)	02/04/2023	Common Stock	4,567	\$ 66.07	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DELIO ANTHONY P 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Â	Â	Sr VP and Chief Innovation Off	Â		

Signatures

Christine M. Castellano, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Includes 7,889 restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU). 1,500 RSUs will vest on February 8, 2014, 2,900 RSUs will vest on August 1,
- (1) 2014, 1,900 RSUs will vest on February 7, 2015 and 1,589 RSUs will vest on February 5, 2016. In the event of termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service), the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- (2) Includes restricted stock units acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.
- (3) Two thirds of these options vested in two equal annual installments on February 8, 2012 and 2013, and the remaining one third of these options will vest on February 8, 2014.
- (4) One third of these options vested on February 7, 2013, and the remaining two thirds of these options will vest in two equal annual installments on February 7, 2014 and 2015.
- (5) These options will vest in three equal annual installments on February 5, 2014, 2015 and 2016.

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Remarks:

Exhibit List Exhibit 24 -- Power of Attorney

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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