

HIRCHAK JAMES J
Form 4
February 10, 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 *
HIRCHAK JAMES J

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

5 WESTBROOK CORPORATE CENTER

(Street)

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

WESTCHESTER, IL 60154

(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 | 02/08/2010 | | M | | 16,000 A \$ 14.325 | 43,801 | D |
| Common Stock | 02/08/2010 | | M | | 16,000 A \$ 16.92 | 59,801 | D |
| Common Stock | 02/08/2010 | | S | | 32,000 D \$ 31.1215 | 27,801 | D |
| Common Stock | 02/09/2010 | | S | | 8,901 D \$ 31.1699 | 18,900 | D |
| | 02/09/2010 | | S | | 8,900 D \$ 31.5 | 10,000 | D |

Common
Stock

Common Stock 15,865.718 (2) 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options(Right to Buy) | \$ 14.325 (3) | 02/08/2010 | | M | 16,000 (3) | (4) 10/23/2012 | Common Stock | 16,000 (3) |
| Employee Stock Options(Right to Buy) | \$ 16.92 (5) | 02/08/2010 | | M | 16,000 (5) | (6) 10/30/2013 | Common Stock | 16,000 (5) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIRCHAK JAMES J
5 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

VP, Human Resources

Signatures

Mary Ann Hynes, Attorney
in Fact 02/10/2010

**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.23, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. 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.
- (1) The information in this report is based on a plan statement dated as of January 31, 2010.
 - (2) This option was previously reported as covering 8,000 shares at an exercise price of \$28.65 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
 - (3) This option vested in two equal annual installments on October 24, 2003 and 2004.
 - (4) This option was previously reported as covering 8,000 shares at an exercise price of \$33.84 per share but was adjusted to reflect the 2-for-1 stock split effective on January 25, 2005.
 - (5) This option vested in two equal annual installments on October 31, 2004 and 2005.

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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