

BEEBE CHERYL K
Form 4
October 29, 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

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2010

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

(Street)
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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/28/2010		M			16,000	A	\$ 14.325	72,763.0102	D	
Common Stock	10/28/2010		S ⁽¹⁾			16,000	D	\$ 42	56,763.0102	D	
Common Stock	10/28/2010		M			16,000	A	\$ 16.92	72,763.0102	D	
Common Stock	10/28/2010		S ⁽¹⁾			16,000	D	\$ 42	56,763.0102 ⁽²⁾	D	
Common Stock									3,931.293 ⁽³⁾	I	By 401(k) Plan

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- (2) Includes shares of common stock acquired through dividend reinvestment.
- (3) The information in this report is based on a plan statement dated as of September 30, 2010.
- (4) 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.
- (5) This option vested in two equal annual installments on October 24, 2003 and 2004.
- (6) 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.
- (7) 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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