

dos Reis Julio
Form 4
March 05, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
dos Reis Julio

(Last) (First) (Middle)

5 WESTBROOK CORPORATE
CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ingredion Inc [INGR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr VP and Pres, S. A. Ingr Sol

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2013		M	3,000 A	\$ 28.75	31,756.3283	D
Common Stock	03/01/2013		M	2,833 A	\$ 47.95	34,589.3283	D
Common Stock	03/01/2013		M	3,200 A	\$ 55.95	37,789.3283	D
Common Stock	03/01/2013		F	7,077 (1) D	\$ 66.59	30,712.3283 (2)	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 28.75	03/01/2013		M	3,000	<u>(3)</u> 01/25/2020	Common Stock	3,000
Employee Stock Options (Right to Buy)	\$ 47.95	03/01/2013		M	2,833	<u>(4)</u> 02/07/2021	Common Stock	2,833
Employee Stock Options (Right to Buy)	\$ 55.95	03/01/2013		M	3,200	<u>(5)</u> 02/06/2022	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
dos Reis Julio 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Sr VP and Pres, S. A. Ingr Sol	

Signatures

Christine M. Castellano,
Attorney-in-Fact

03/05/2013

__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).
- (1) Shares withheld to pay the exercise price of options exercised and reported here and in Table II and to pay the applicable taxes in connection with such exercises.
- (2) Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend reinvestment.
- (3) These options vested in three equal annual installments on January 26, 2011, 2012 and 2013.
- (4) 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.
- (5) 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.

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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