

SCOTT SAMUEL C III
Form 4
May 23, 2007

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 *
SCOTT SAMUEL C III

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)
05/21/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 05/21/2007 | | M | | 46,000 | A | \$ 13.4375 156,387 D |
| Common Stock | 05/21/2007 | | M | | 60,000 | A | \$ 13.7032 216,387 D |
| Common Stock | 05/21/2007 | | S ⁽¹⁾ | | 300 | D | \$ 40.15 216,087 D |
| Common Stock | 05/21/2007 | | S ⁽¹⁾ | | 500 | D | \$ 40.17 215,587 D |
| Common Stock | 05/21/2007 | | S ⁽¹⁾ | | 100 | D | \$ 40.18 215,487 D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | 05/21/2007 | <u>S(1)</u> | 400 | D | \$ 40.19 | 215,087 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 500 | D | \$ 40.21 | 214,587 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 500 | D | \$ 40.22 | 214,087 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 300 | D | \$ 40.23 | 213,787 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.24 | 213,587 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.27 | 213,387 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 400 | D | \$ 40.28 | 212,987 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 300 | D | \$ 40.3 | 212,687 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.31 | 212,487 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 100 | D | \$ 40.32 | 212,387 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 300 | D | \$ 40.4 | 212,087 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 400 | D | \$ 40.41 | 211,687 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 1,000 | D | \$ 40.42 | 210,687 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.43 | 210,487 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 600 | D | \$ 40.44 | 209,887 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.45 | 209,687 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 300 | D | \$ 40.47 | 209,387 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 300 | D | \$ 40.48 | 209,087 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 200 | D | \$ 40.5 | 208,887 | D |
| Common Stock | 05/21/2007 | <u>S(1)</u> | 949 | D | \$ 40.51 | 207,938 | D |
| | 05/21/2007 | <u>S(1)</u> | 1,300 | D | \$ 40.52 | 206,638 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|------------|---|----------------|
| Common Stock | | | | | | | | |
| Common Stock | 05/21/2007 | S ⁽¹⁾ | 400 | D | \$ 40.54 | 206,238 | D | |
| Common Stock | 05/21/2007 | S ⁽¹⁾ | 1,100 | D | \$ 40.59 | 205,138 | D | |
| Common Stock | | | | | | 38,549.392 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially 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.

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to buy) | \$ 13.4375 | 05/21/2007 | | M | 46,000 | ⁽²⁾ 01/20/2009 | Common Stock 46,000 |
| Employee Stock Option (Right to buy) | \$ 13.7032 | 05/21/2007 | | M | 60,000 | ⁽³⁾ 01/19/2010 | Common Stock 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOTT SAMUEL C III 5 WESTBROOK CORPORATE CENTER | X | | Chairman, President and CEO | |

WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney
in Fact

05/23/2007

__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).
- (3) This option became exercisable in two equal installments on January 19, 2001 and 2002.
- (2) This option became exercisable in two equal installments on January 20, 2000 and 2001.
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2007.

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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