

Ingredient Inc  
Form 4  
May 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**GORDON ILENE S**

(Last) (First) (Middle)

**5 WESTBROOK CORPORATE CENTER**

(Street)

**WESTCHESTER, IL 60154**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/30/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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)
Common Stock	04/30/2015		M	V	33,567 A \$ 29.9	176,652.9404	D
Common Stock	04/30/2015		S <sup>(1)</sup>		28,372 D \$ 80.4658	148,280.9404	D
Common Stock	04/30/2015		S <sup>(1)</sup>		5,095 D \$ 81.3087	143,185.9404	D
Common Stock	04/30/2015		S <sup>(1)</sup>		100 D \$ 82.02	143,085.9404	D
	04/30/2015		M		1,268 A \$ 29.9	144,353.9404	D

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Common Stock									
Common Stock	04/30/2015		\$ <sup>(1)</sup> 1,268	D	\$ 82.0079 <sup>(4)</sup>	143,085.9404 <sup>(5)</sup>	D		
Common Stock						31,375	I		By GRAT
Common Stock						85,000 <sup>(6)</sup>	I		By GRAT
Common Stock						88,684	I		By GRAT

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 29.9	04/30/2015		M	33,567	<sup>(7)</sup> 01/26/2020	Common Stock	33,567	
Employee Stock Options (Right to Buy)	\$ 29.9	04/30/2015		M	1,268	<sup>(7)</sup> 01/26/2020	Common Stock	1,268	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer

Other

GORDON ILENE S  
5 WESTBROOK CORPORATE CENTER  
WESTCHESTER, IL 60154

X

Chairman, President and CEO

## Signatures

Christine M. Castellano,  
Attorney-in-Fact

05/04/2015

\*\*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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2015.  
  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.00 to \$80.99, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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 range set forth in the immediately preceding sentence.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.00 to \$81.97, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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 range set forth in the immediately preceding sentence.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.00 to \$82.02, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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 range set forth in the immediately preceding sentence.
- (4) Includes restricted stock units ("RSUs") 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.
- (5) 30,900 shares were transferred to the reporting person in payment of the annuity by this grantor retained annuity trust ("GRAT") on March 13, 2015.
- (6) These options vested in three equal annual installments on January 27, 2011, 2012 and 2013.

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.