### **COPPINGER FRANCIS**

Form 4/A March 04, 2008

## FORM 4

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

**OMB APPROVAL** OMB

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Form 5 obligations may continue.

See Instruction

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **COPPINGER FRANCIS** Issuer Symbol Bunge LTD [BG] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title C/O BUNGE LTD, 50 MAIN 11/30/2007 below) STREET - 6TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 12/04/2007 Form filed by More than One Reporting WHITE PLAINS, NY 10606

(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. 4. Securities Transaction Disposed Code (Instr. 3, 4 a (Instr. 8)			d 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	02/29/2008		A	2.31 (1)	A	\$ 110.745	1,507.37	D		
Common Stock							2,563	I	Spouse	
Common Stock							715,079	I	Spouse/Company	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

# 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. Transactio Code (Instr. 8)	5. Number of or 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (2)	(3)	11/30/2007		A	2.3478	(3)	(3)	Common Stock	2.3478 (4)	\$ 1
Phantom Stock Unit (2)	(3)	02/29/2008		A	2.3831	<u>(3)</u>	(3)	Common Stock	2.3831	\$ 1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
COPPINGER FRANCIS							
C/O BUNGE LTD	v						
50 MAIN STREET - 6TH FLOOR	X						
WHITE PLAINS, NY 10606							

## **Signatures**

/s/ Thomas Albert,
Attorney-in-Fact
03/04/2008

\*\*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) Represents deferred restricted stock units acquired on February 29, 2008 pursuant to a dividend reinvestment feature under the Bunge Limited 2007 Non-Employee Directors Equity Incentive Plan.

Phantom stock units are issued under the Bunge Limited Deferred Compensation Plan for Non-Employee Directors (the "Directors Plan") and are settled in cash or shares of BG common stock, at the reporting person's election. Effective as of October 1, 2007, BG made an

administrative change in the manner in which it reports the number of phantom stock units credited to participants under the Director's Plan on its books and records. Each phantom stock unit is the economic equivalent of a share of BG common stock. The change in the administration of the phantom stock units did not and will not increase or decrease the reporting person's beneficial ownership in the BG common shares underlying the phantom stock units held by the reporting person.

Reporting Owners 2

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- Phantom stock units are issued under the Bunge Limited Deferred Compensation Plan for Non-Employee Directors and are settled in cash or shares of BG common stock, at the reporting person's election, upon earlier of (a) the reporting person's termination of service with BG and (b) a change in control of BG. Each phantom stock unit is the economic equivalent of a share of BG common stock.
- (4) As a result of the administrative change in crediting the number of phantom stock units, the dividends credited to the phantom stock units on November 30, 2007 and reinvested under the Director's Plan were inadvertently omitted from the Form 4 filed on December 4, 2007.

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.