SCOTT SAMUEL C III

Form 4 May 23, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCOTT SAMUEL C III

2. Issuer Name and Ticker or Trading

Symbol

CORN PRODUCTS

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle)

INTERNATIONAL INC [CPO]

X Director 10% Owner _X__ Officer (give title Other (specify

(Check all applicable)

5 WESTBROOK CORPORATE

(Month/Day/Year) 05/21/2007

below) Chairman, President and CEO

CENTER (Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

WESTCHESTER, IL 60154

(City)	(State) ((Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							ly 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 Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)		Transaction(s) (Instr. 3 and 4)		
Common Stock	05/21/2007		Code V $S_{\underline{(1)}}$	Amount 100	(D)	Price \$ 40.38	205,038	D	
Common Stock	05/21/2007		S(1)	700	D	\$ 40.87	204,338	D	
Common Stock	05/21/2007		S <u>(1)</u>	1,704	D	\$ 40.88	202,634	D	
Common Stock	05/21/2007		S(1)	1,100	D	\$ 40.89	201,534	D	
Common Stock	05/21/2007		S <u>(1)</u>	800	D	\$ 40.9	200,734	D	

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Common Stock	05/21/2007	S <u>(1)</u>	700	D	\$ 40.91	200,034	D	
Common Stock	05/21/2007	S(1)	300	D	\$ 40.92	199,734	D	
Common Stock	05/21/2007	S(1)	100	D	\$ 40.93	199,634	D	
Common Stock	05/21/2007	S(1)	400	D	\$ 40.94	199,234	D	
Common Stock	05/21/2007	S <u>(1)</u>	1,000	D	\$ 40.95	198,234	D	
Common Stock	05/21/2007	S <u>(1)</u>	2,200	D	\$ 40.96	196,034	D	
Common Stock	05/21/2007	S <u>(1)</u>	1,840	D	\$ 40.97	194,194	D	
Common Stock	05/21/2007	S <u>(1)</u>	3,000	D	\$ 40.98	191,194	D	
Common Stock	05/21/2007	S <u>(1)</u>	1,576	D	\$ 40.99	189,618	D	
Common Stock	05/21/2007	S <u>(1)</u>	2,000	D	\$ 41	187,618	D	
Common Stock	05/21/2007	S <u>(1)</u>	2,400	D	\$ 41.01	185,218	D	
Common Stock	05/21/2007	S <u>(1)</u>	600	D	\$ 41.02	184,618	D	
Common Stock	05/21/2007	S <u>(1)</u>	585	D	\$ 41.03	184,033	D	
Common Stock	05/21/2007	S <u>(1)</u>	100	D	\$ 41.04	183,933	D	
Common Stock	05/21/2007	S <u>(1)</u>	1,000	D	\$ 41.05	182,933	D	
Common Stock	05/21/2007	S(1)	2,212	D	\$ 41.06	180,721	D	
Common Stock	05/21/2007	S(1)	200	D	\$ 41.07	180,521	D	
Common Stock	05/21/2007	S <u>(1)</u>	700	D	\$ 41.09	179,821	D	
Common Stock	05/21/2007	S <u>(1)</u>	300	D	\$ 41.1	179,521	D	
Common Stock						38,549.392	I	By 401(k) Plan

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration	or		
						Exercisable	Date		umber	
					(1) (5)			of		
				Code V	$^{\prime}$ (A) (D)			St	nares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SCOTT SAMUEL C III 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154

X

Chairman, President and CEO

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).
- (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. 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.

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