KENNY GREGORY B

Form 4

January 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue.

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)

See Instruction

1. Name and Address of Reporting Person * KENNY GREGORY B

2. Issuer Name and Ticker or Trading

Issuer

Symbol

CORN PRODUCTS INTERNATIONAL INC [CPO]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

01/02/2009

X_ Director Officer (give title

10% Owner Other (specify

5 WESTBROOK CORPORATE **CENTER**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

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

WESTCHESTER, IL 60154

(City) (State)

01/02/2009

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) (Instr. 3)

Common

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Ownership Indirect Form: Beneficial Ownership Direct (D)

(Instr. 4)

(A) or

(Instr. 4) (Instr. 3 and 4)

D

or Indirect

6.

Code V Amount 1.221.8371 A

Price (D)

\$0

14,930.0278

Transaction(s)

(2) (1) Stock

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.

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities (Instr. 3 and 4)		(Instr. 5)	Bene	
	Derivative									Own	
	Security									Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						Date	Expiration		l Jumber		
						Exercisable	Date	0			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KENNY GREGORY B 5 WESTBROOK CORPORATE CENTER X WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney 01/06/2009 in Fact

**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).
- Includes restricted stock units acquired through deemed dividend reinvestment and shares of common stock acquired through dividend **(1)** reinvestment.
- These are resticted stock units issued to the Company's outside directors as part of their annual retainer and are payable in stock no earlier than six months after resignation or retirement as a director and no later than ten years thereafter.

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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