Wilson Dwayne Andree Form 4 April 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wilson Dwayne Andree

2. Issuer Name and Ticker or Trading

Symbol

CORN PRODUCTS

INTERNATIONAL INC [CPO]

3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2011

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

Common

Stock

(First) (Middle)

X_ Director Officer (give title

10% Owner Other (specify

5 WESTBROOK CORPORATE **CENTER**

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

WESTCHESTER, IL 60154

(City) (State) (Zip)

04/01/2011

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

2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Beneficially

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

Code V A

or (D) Price \$0

2,452,8623 D (2)

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 number.

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

Amount

403.6854

(1)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired	cquired					Follo
	·				(A) or						Repo
					Disposed						Trans
		of (D)								(Instr	
				(Instr. 3,							Ì
			4, and 5)								
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Wilson Dwayne Andree 5 WESTBROOK CORPORATE CENTER X WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney 04/05/2011 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).
- These are restricted stock units issued to the Company's outside directors as part of their annual retainer and are payable in stock no **(1)** earlier than six months after resignation or retirement as a director and no later than ten years thereafter.
- (2) Includes restricted stock units acquired through deemed dividend reinvestment.

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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