

CORN PRODUCTS INTERNATIONAL INC
 Form 4
 May 02, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 HUNTER KIMBERLY A

2. Issuer Name and Ticker or Trading Symbol
 CORN PRODUCTS INTERNATIONAL INC [CPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

5 WESTBROOK CORPORATE CENTER

04/30/2008

Corporate Treasurer

(Street)

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

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

WESTCHESTER, IL 60154

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

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/30/2008 | | M | | 4,000 A \$ 14.325 | 16,862 | D |
| Common Stock | 04/30/2008 | | M | | 9,600 A \$ 16.92 | 26,462 | D |
| Common Stock | 04/30/2008 | | M | | 6,400 A \$ 24.6975 | 32,862 | D |
| Common Stock | 04/30/2008 | | S | | 500 D \$ 46.29 | 32,362 | D |
| Common Stock | 04/30/2008 | | S | | 200 D \$ 46.3 | 32,162 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 04/30/2008 | S | 200 | D | \$ 46.305 | 31,962 | D |
| Common Stock | 04/30/2008 | S | 100 | D | \$ 46.31 | 31,862 | D |
| Common Stock | 04/30/2008 | S | 2,300 | D | \$ 46.32 | 29,562 | D |
| Common Stock | 04/30/2008 | S | 500 | D | \$ 46.33 | 29,062 | D |
| Common Stock | 04/30/2008 | S | 300 | D | \$ 46.34 | 28,762 | D |
| Common Stock | 04/30/2008 | S | 100 | D | \$ 46.35 | 28,662 | D |
| Common Stock | 04/30/2008 | S | 400 | D | \$ 46.36 | 28,262 | D |
| Common Stock | 04/30/2008 | S | 600 | D | \$ 46.37 | 27,662 | D |
| Common Stock | 04/30/2008 | S | 200 | D | \$ 46.385 | 27,462 | D |
| Common Stock | 04/30/2008 | S | 1,371 | D | \$ 46.39 | 26,091 | D |
| Common Stock | 04/30/2008 | S | 500 | D | \$ 46.395 | 25,591 | D |
| Common Stock | 04/30/2008 | S | 100 | D | \$ 46.3975 | 25,491 | D |
| Common Stock | 04/30/2008 | S | 500 | D | \$ 46.4 | 24,991 | D |
| Common Stock | 04/30/2008 | S | 1,200 | D | \$ 46.41 | 23,791 | D |
| Common Stock | 04/30/2008 | S | 800 | D | \$ 46.42 | 22,991 | D |
| Common Stock | 04/30/2008 | S | 276 | D | \$ 46.43 | 22,715 | D |
| Common Stock | 04/30/2008 | S | 1,000 | D | \$ 46.44 | 21,715 | D |
| Common Stock | 04/30/2008 | S | 800 | D | \$ 46.445 | 20,915 | D |
| Common Stock | 04/30/2008 | S | 500 | D | \$ 46.45 | 20,415 | D |
| Common Stock | 04/30/2008 | S | 900 | D | \$ 46.46 | 19,515 | D |
| | 04/30/2008 | S | 824 | D | \$ 46.47 | 18,691 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|-----------|----------------------|---|----------------|
| Common Stock | | | | | | | | | |
| Common Stock | 04/30/2008 | | S | 300 | D | \$ 46.48 | 18,391 | D | |
| Common Stock | 04/30/2008 | | S | 100 | D | \$ 46.49 | 18,291 | D | |
| Common Stock | 04/30/2008 | | S | 200 | D | \$ 46.495 | 18,091 | D | |
| Common Stock | | | | | | | 4,455 ⁽¹⁾ | I | By 401(k) Plan |

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

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(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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (Right to buy) | \$ 14.325 | 04/30/2008 | | M | 4,000 | ⁽²⁾ 10/24/2012 | Common Stock | 4,000 |
| Employee Stock Option (Right to buy) | \$ 16.92 | 04/30/2008 | | M | 9,600 | ⁽³⁾ 10/30/2013 | Common Stock | 9,600 |
| Employee Stock Option (Right to buy) | \$ 24.6975 | 04/30/2008 | | M | 6,400 | ⁽⁴⁾ 11/04/2014 | Common Stock | 6,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTER KIMBERLY A 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Corporate Treasurer | |

Signatures

Mary Ann Hynes, Attorney
in Fact

05/02/2008

__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) The information in this report is based on a plan statement dated as of March 31, 2008.
 - (4) The option became exercisable in two equal installments on November 5, 2005 and 2006.
 - (3) The option became exercisable in two equal installments on October 31, 2004 and 2005.
 - (2) The option became exercisable in two equal installments on October 24, 2003 and 2004.

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