

CORN PRODUCTS INTERNATIONAL INC

Form 4

August 24, 2006

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIPLEY JAMES J

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)
**5 WESTBROOK CORPORATE
CENTER**

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr VP, Planning, IT & Compliance

(Street)
WESTCHESTER, IL 60154

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/22/2006		M	V Amount (A) or (D) Price 106,000 A \$ 16.1563	120,769.7813 (1)	D	
Common Stock	08/22/2006		S	500 D \$ 33.4	120,269.7813 (1)	D	
Common Stock	08/22/2006		S	800 D \$ 33.41	119,469.7813 (1)	D	
Common Stock	08/22/2006		S	300 D \$ 33.42	119,169.7813 (1)	D	
Common Stock	08/22/2006		S	1,400 D \$ 33.43	117,769.7813 (1)	D	

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Common Stock	08/22/2006	S	1,300	D	\$ 33.44	116,469.7813 (1)	D	
Common Stock	08/22/2006	S	94,300	D	\$ 33.45	22,169.7813 (1)	D	
Common Stock	08/22/2006	S	1,100	D	\$ 33.46	21,069.7813 (1)	D	
Common Stock	08/22/2006	S	5,900	D	\$ 33.47	15,169.7813 (1)	D	
Common Stock	08/22/2006	S	400	D	\$ 33.48	14,769.7813 (1)	D	
Common Stock						34,967.022 (2)	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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to buy)	\$ 16.1563	08/22/2006		M	106,000	(3) 01/21/2008	Common Stock 106,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIPLEY JAMES J 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Sr VP, Planning, IT & Compliance

Signatures

Mary Ann Hynes, Attorney
in Fact

08/24/2006

__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 12.9835 shares acquired on 01-25-06, 13.0729 shares acquired on 04-25-06 and 12.5327 shares acquired on 07-25-06 under the

(1) Corn Products dividend reinvestment plan and .7732 shares acquired on 01-25-06, .8142 shares acquired on 04-25-06 shares acquired on 04-25-06 and .8157 shares acquired on 07-25-06 pursuant to a dividend reinvestment feature of the Corn Products restricted stock plan.

(2) The information in this report is based on a plan statement dated as of July 31, 2006.

(3) The option became exercisable in three equal installments on January 21, 1999, 2000 and 2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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