

KORNMAYER ROBIN A
Form 4
January 29, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2009
Estimated average burden hours per response... 0.5

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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 *
KORNMAYER ROBIN 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)
5 WESTBROOK CORPORATE
CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, CAO & Controller

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/27/2009 | | A ⁽¹⁾ | | 7,700 A \$ 0 | 20,462 | D |
| Common Stock | 01/27/2009 | | D ⁽²⁾ | | 7,588 D \$ 0 | 12,874 | D |
| Common Stock | 01/27/2009 | | F ⁽³⁾ | | 112 D \$ 25.58 | 12,762 | D |
| Common Stock | 01/27/2009 | | A | | 7,588 A \$ 0 | 7,588 | I Phantom Stock ⁽⁴⁾ |
| Common Stock | | | | | | 5.199 ⁽⁵⁾ | I 401k |

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- (4) Each share of phantom stock represents a right to receive one share of common stock.
- (5) The information in this report is based on a plan statement dated as of December 31, 2008.
- (6) The options become exercisable in three equal annual installments beginning on January 27, 2010.

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.