

BEEBE CHERYL K
Form 4
December 04, 2012

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 *
BEEBE CHERYL K

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingredion Inc [INGR]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/30/2012 | | M | | 21,266 | A | \$ 28.75 |
| | | | | | | | 101,545.3551 |
| Common Stock | 11/30/2012 | | S ⁽¹⁾ | | 21,266 | D | \$ 64.447 |
| | | | | | | | 80,279.3551 |
| Common Stock | 11/30/2012 | | M | | 12,134 | A | \$ 25.58 |
| | | | | | | | 92,413.3551 |
| Common Stock | 11/30/2012 | | S ⁽¹⁾ | | 12,134 | D | \$ 64.604 |
| | | | | | | | 80,279.3551 |
| | 11/30/2012 | | M | | 3,619 | A | \$ 33.8 |
| | | | | | | | 83,898.3551 |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------------------------|---------------------------|---|----------------------|
| Common Stock | | | | | | | | |
| Common Stock | 11/30/2012 | S ⁽¹⁾ | 3,619 | D | \$ 65.005 <u>(4)</u> | 80,279.3551 | D | |
| Common Stock | 12/03/2012 | M | 26,881 | A | \$ 33.8 | 107,160.3551 | D | |
| Common Stock | 12/03/2012 | S ⁽¹⁾ | 26,881 | D | \$ 65.034 <u>(5)</u> | 80,279.3551 <u>(6)</u> | D | |
| Common Stock | | | | | | 4,012.194 | 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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SEC 1474
(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 or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 28.75 | 11/30/2012 | | M | 21,266 | <u>(7)</u> 01/25/2020 | Common Stock 21,266 |
| Employee Stock Options (Right to Buy) | \$ 25.58 | 11/30/2012 | | M | 12,134 | <u>(8)</u> 01/26/2019 | Common Stock 12,134 |
| Employee Stock Options | \$ 33.8 | 11/30/2012 | | M | 3,619 | <u>(9)</u> 01/22/2017 | Common Stock 3,619 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|---------|---------|------------|---|--------|-----|------------|--------------|--------|
| Options | \$ 33.8 | 12/03/2012 | M | 26,881 | (9) | 01/22/2017 | Common Stock | 26,881 |
|---------|---------|------------|---|--------|-----|------------|--------------|--------|

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEEBE CHERYL K 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Exec. VP and CFO | |

Signatures

Christine M. Castellano, Attorney
in Fact

12/04/2012

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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2012.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.30 to \$64.50, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.50 to \$65.00, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.02, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.15, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.

(6) Includes restricted stock units acquired through deemed dividend reinvestment.

(7) Two thirds of these options vested in two equal annual installments on January 26, 2011 and 2012, and the remaining one third of these options will vest on January 26, 2013.

(8) These options vested in three equal annual installments on January 27, 2010, 2011 and 2012.

(9) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.

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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