### SCOTT SAMUEL C III

Form 4

Common Stock (Par

Value \$7.50)

11/04/2005

December 29, 2005

December 2	9, 2005											
FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION								OMB APPROVAL				
	UNITED	SECURITIES AND EXCHANGE CO Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check the if no lon	gar	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								Expires:	January 31, 2005	
subject t Section Form 4 o	16.								ERSHIP OF	Estimated average burden hours per response		
Form 5 obligations may continue.  See Instruction 1(b).  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 * SCOTT SAMUEL C III			2. Issuer Name <b>and</b> Ticker or Trading Symbol					]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
		BANK OF NEW YORK CO INC [BK]										
(Last)	(First)	(Middle) 3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner Officer (give title Other (specify					
	ODUCTS TIONAL, INC., 5 OOK CORPORAT		08/04/2					'	below)	below)		
(Street) 4.				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			
WESTCHE	ESTER, IL 60154								Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - No	on-E	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			(D)	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 (Par Value \$7.50)	08/04/2005			Code		Amount 53.44		Price \$ 29.0276	11,639.52	D		

L V 52.86 A \$29.554 11,692.39 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	]	
		Derivative				Securities			(Instr. 3 and 4)		(	
		Security				Acquired						]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration	m: 1	or			
							Exercisable	Date		Number		
				G 1 17	(A) (B)				of			
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCOTT SAMUEL C III CORN PRODUCTS INTERNATIONAL, INC. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154



### **Signatures**

Samuel C. Scott 12/20/2005

\*\*Signature of Date
Reporting Person

## **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).

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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