SCOTT SAMUEL C III
Form 4
May 23, 2007

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOTT SAMUEL C III

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/21/2007		M		46,000	A	$ 13.4375	156,387	D	
Common Stock	05/21/2007		M		60,000	A	$ 13.7032	216,387	D	
Common Stock	05/21/2007		S(1)		300	D	$ 40.15	216,087	D	
Common Stock	05/21/2007		S(1)		500	D	$ 40.17	215,587	D	
Common Stock	05/21/2007		S(1)		100	D	$ 40.18	215,487	D	

Common Stock	05/21/2007	S[(1)]	400	D	$ 40.19	215,087	D
Common Stock	05/21/2007	S[(1)]	500	D	$ 40.21	214,587	D
Common Stock	05/21/2007	S[(1)]	500	D	$ 40.22	214,087	D
Common Stock	05/21/2007	S[(1)]	300	D	$ 40.23	213,787	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.24	213,587	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.27	213,387	D
Common Stock	05/21/2007	S[(1)]	400	D	$ 40.28	212,987	D
Common Stock	05/21/2007	S[(1)]	300	D	$ 40.3	212,687	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.31	212,487	D
Common Stock	05/21/2007	S[(1)]	100	D	$ 40.32	212,387	D
Common Stock	05/21/2007	S[(1)]	300	D	$ 40.4	212,087	D
Common Stock	05/21/2007	S[(1)]	400	D	$ 40.41	211,687	D
Common Stock	05/21/2007	S[(1)]	1,000	D	$ 40.42	210,687	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.43	210,487	D
Common Stock	05/21/2007	S[(1)]	600	D	$ 40.44	209,887	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.45	209,687	D
Common Stock	05/21/2007	S[(1)]	300	D	$ 40.47	209,387	D
Common Stock	05/21/2007	S[(1)]	300	D	$ 40.48	209,087	D
Common Stock	05/21/2007	S[(1)]	200	D	$ 40.5	208,887	D
Common Stock	05/21/2007	S[(1)]	949	D	$ 40.51	207,938	D
	05/21/2007	S[(1)]	1,300	D	$ 40.52	206,638	D

Common Stock									
Common Stock	05/21/2007		S[(1)]	400	D	$ 40.54	206,238	D	
Common Stock	05/21/2007		S[(1)]	1,100	D	$ 40.59	205,138	D	
Common Stock							38,549.392	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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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 Option (Right to buy)	$ 13.4375	05/21/2007		M			46,000	[(2)]	01/20/2009	Common Stock	46,000
Employee Stock Option (Right to buy)	$ 13.7032	05/21/2007		M			60,000	[(3)]	01/19/2010	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT SAMUEL C III 5 WESTBROOK CORPORATE CENTER	X		Chairman, President and CEO	

WESTCHESTER, IL 60154

Signatures

Mary Ann Hynes, Attorney in Fact	05/23/2007
**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).

(3) This option became exercisable in two equal installments on January 19, 2001 and 2002.

(2) This option became exercisable in two equal installments on January 20, 2000 and 2001.

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2007.

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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