

HYNES MARY ANN
 Form 4
 November 07, 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 *
 HYNES MARY ANN

(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)
 11/05/2012

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)
 Sr. VP, Counsel to Chrm. & CCO

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 | 11/05/2012 | | M | | 16,700 | A | \$ 33.8 |
| | | | | | | | 39,033.3489 |
| Common Stock | 11/05/2012 | | S | | 16,700 | D | \$ 61.7204 |
| | | | | | | | 22,333.3489 |
| Common Stock | 11/05/2012 | | M | | 16,600 | A | \$ 34.36 |
| | | | | | | | 38,933.3489 |
| Common Stock | 11/05/2012 | | S | | 16,600 | D | \$ 61.7046 |
| | | | | | | | 22,333.3489 |
| | | | | | | | 8,209.529 |
| | | | | | | | I |

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| | | | | | | |
|--------------|-----------------------|--|---|--|--|-----------------------|
| Common Stock | | | | | | By 401 (k) Plan |
| Common Stock | 2,000 | | I | | | Fidelity Rollover IRA |
| Common Stock | 14,998.4918 | | I | | | Phantom Stock |
| | <u>(4)</u> <u>(5)</u> | | | | | |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 33.8 | 11/05/2012 | | M | 16,700 | <u>(6)</u> 01/22/2017 | Common Stock | 16,700 | |
| Employee Stock Options (Right to Buy) | \$ 34.36 | 11/05/2012 | | M | 16,600 | <u>(7)</u> 01/28/2018 | Common Stock | 16,600 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| HYNES MARY ANN 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Sr. VP, Counsel to Chrm. & CCO | |

Signatures

Mary Ann
Hynes

11/07/2012

**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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.59 to \$61.84, 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.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.53 to \$61.91, 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) Includes restricted stock units acquired through deemed dividend reinvestment.
- (4) Each phantom stock unit represents the right to receive one share of common stock.
- (5) Includes phantom stock units acquired through deemed dividend reinvestment.
- (6) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.
- (7) These options vested in three equal annual installments on January 29, 2009, 2010 and 2011.

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.