

WEISSER ALBERTO
Form 4
March 15, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WEISSER ALBERTO

(Last) (First) (Middle)

C/O BUNGE LTD., 50 MAIN STREET

(Street)

WHITE PLAINS,, NY 10606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bunge LTD [BG]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

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)
CEO - Bunge Ltd.

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 | Price | |
| Common Stock | 03/11/2011 | | M ⁽¹⁾ | | 90,003 | A \$ 15.875 | 102,685 D |
| Common Stock | 03/11/2011 | | M ⁽¹⁾ | | 90,000 | A \$ 16 | 192,685 D |
| Common Stock | 03/11/2011 | | F | | 106,254 | D \$ 67.24 ⁽²⁾ | 86,431 D |
| Common Stock | 03/11/2011 | | S | | 39,346 | D \$ 67.24 ⁽²⁾ | 47,085 ⁽³⁾ D |
| Common Stock | | | | | | | 10,462 I |
| | | | | | | | By Weisser Family |

| | | | | |
|--------------|--|---------|---|--|
| Common Stock | | 10,462 | I | Trust ⁽⁴⁾ |
| Common Stock | | 214,216 | I | By Weisser Family Trust ⁽⁴⁾ |
| | | | | By GRAT ⁽⁵⁾ |

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)

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 15.875 | 03/11/2011 | | M | 90,003 | ⁽⁶⁾ 05/01/2011 | Common Stock | 90,003 | |
| Stock Option (Right to buy) | \$ 16 | 03/11/2011 | | M | 90,000 | ⁽⁶⁾ 08/03/2011 | Common Stock | 90,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISSER ALBERTO C/O BUNGE LTD., 50 MAIN STREET WHITE PLAINS,, NY 10606 | X | | CEO - Bunge Ltd. | |

Signatures

/s/John Tropeano,
Attorney-in-Fact

03/15/2011

__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) All of the transactions reported on this Form 4 were effected pursuant to a written 10b5-1 trading plan adopted in accordance with SEC Rule 10b5-1 on February 25, 2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.66 to \$67.64, inclusive. The reporting person undertakes to provide to Bunge Ltd., any security holder of Bunge Ltd., 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 range set forth in this footnote (2) to this Form 4.
- (2) The reporting person retained 34,403 common shares in connection with the exercise of the stock options reported on this Form 4.
- (3) The reporting person's spouse is the trustee of the family trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Includes 32,659 common shares previously owned directly that were contributed to a GRAT on August 24, 2009; 12,875 common shares previously owned directly that were contributed to a GRAT on November 11, 2009; 135,612 common shares previously owned directly that were contributed to a GRAT on September 22, 2010 and 33,070 common shares previously owned directly that were contributed to a GRAT on December 10, 2010.
- (4) This stock option is exercisable immediately.
- (5) This stock option is exercisable immediately.
- (6) This stock option is exercisable immediately.

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.