

CORN PRODUCTS INTERNATIONAL INC

Form 8-K

February 03, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): January 25, 2006  
CORN PRODUCTS INTERNATIONAL, INC.  
(Exact Name of Registrant as Specified in Its Charter)**

Delaware	1-13397	22-3514823
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
5 Westbrook Corporate Center, Westchester, Illinois		60154-5749
(Address of Principal Executive Offices)		(Zip Code)
	(708) 551-2600	
	(Registrant's Telephone Number, Including Area Code)	
	Not Applicable	
	(Former Name or Former Address, if Changed Since Last Report)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 25, 2006, the Board of Directors of Corn Products International, Inc. (the Company ) approved an amendment to the Company s Bylaws, effective January 25, 2006. The amendment added a provision, and made other non-substantive revisions, to the Bylaws for the appointment of a Lead Director under certain circumstances and set forth the powers and responsibilities relating thereto.

The foregoing description of the amendment to the Company s Bylaws does not purport to be complete and is qualified in its entirety by reference to the Company s Bylaws, which are filed as Exhibit 3.1 to this Form 8-K and are incorporated herein by reference in their entirety.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Bylaws of Corn Products International, Inc.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CORN PRODUCTS INTERNATIONAL,  
INC.**

Date: February 3, 2006

By: /s/ Cheryl K. Beebe  
Cheryl K. Beebe  
Vice President and Chief Financial  
Officer