FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     FORTNUM JACK C						2. Issuer Name and Ticker or Trading Symbol Ingredion Inc [ INGR ]								neck all appli	cable)	g Person(s) to Is	
(Last) (First) (Middle) 5 WESTBROOK CORPORATE CENTER						3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015								X below)		below)	
(Street) WESTCHESTER IL 60154					4. I									S. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person			
(City)	(S		(Zip)				•.•										
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transact Date (Month/Date)					action	tion 2A. Deeme Execution			3. Transa	3. Transaction Code (Instr.		es Acquire Of (D) (Insti	d (A) or	5. Amour Securitie Beneficia Following	nt of s illy Owned	Form: Direct	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	on(s)		(Instr. 4)
Common Stock 02/03/2						:015			A		3,700(1	) A	\$0	133,37	78.8713	D	
Common Stock 02/03/2					3/2015	2015		A		8,026(2	) A	\$0	141,40	04.8713	D		
Common Stock 02/03/2					3/2015	:015			F		2,528(3	) D	\$82.2	8 138,87	5.8713 <sup>(4)</sup>	D	
		-	Table II -								osed of, convertil			Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transa Code ( 8)		ı of l		6. Date Exercisable a Expiration Date (Month/Day/Year)		e	nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to	\$82.28	02/03/2015			A		30,200		(5)		02/02/2025	Common Stock	30,200	\$0	30,200	D	

## Explanation of Responses:

- 1. These are restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU) and will vest on February 3, 2018. In the event of termination of employment due to (a) death, (b) disability or (c) retirement on or after (i) age 65, (ii) age 62 with 5 years of service or (iii) age 55 with 10 years of service, the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.
- 2. Shares acquired upon vesting of performance share award granted February 7, 2012. Vesting of the performance share award was based on criteria in addition to the increase in the market price of Ingredion Incorporated's common stock.
- $3. \ Shares \ withheld \ to \ pay \ applicable \ taxes \ upon \ the \ vesting \ of \ performance \ share \ award \ granted \ February \ 7, \ 2012.$
- 4. Includes RSUs acquired through deemed dividend reinvestment. RSUs acquired through deemed dividend reinvestment vest on the dates when the RSUs with respect to which they are deemed dividends vest.
- 5. These options become exercisable in three equal annual installments on February 3, 2016, 2017 and 2018.

<u>Christine M. Castellano,</u> <u>Attorney-in-Fact</u>

02/05/2015

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

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 Number.