SEC Form 4

FORM 4

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

OMB APPROVAL

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ì	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Fernandes Larry	2. Issuer Name and Ticker or Trading Symbol <u>Ingredion Inc</u> [INGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify						
(Last) (First) (Middle) 5 WESTBROOK CORPORATE CENTER	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021	X Oncer (give the other (specify below) below) below) SVP, Chief Comm & Sust Officer						
(Street) WESTCHESTER IL 60154 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)		Transaction Disposed Of (D) (In Code (Instr. 5)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/16/2021		A		914 ⁽¹⁾	A	\$92.03	16,557.0185 ⁽²⁾	D	
Common Stock								4,766	Ι	By 401(k) Plan

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. Transa Code (8)		n of Ex		6. Date Exerc Expiration Da (Month/Day/\	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)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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 as follows: - Regular Vesting: The RSUs will vest one-third per year at the end of years one, two and three. - Upon Death, Disability or Retirement (defined as age 55 with 10 years of service, age 62 and 5 years of service, (or age 65): the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period. Any outstanding RSU granted more than one-year prior to retirement would be 100% vested. - Change-in-control ("CIC"): "Double trigger" in the event grants are not assumed or equitably replaced after CIC, accelerated vesting would occur upon a qualifying termination event.

2. Includes restricted stock units (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.

Mich	ael I	<u>N. Lev</u>	<u>y, att</u>	orney	<u>y-in-</u>	03/18/	2021
<u>fact</u>						05/10/	2021
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** Signature of Reporting Person Date

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

* 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.