

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Saucier John E.</u>  (Last) (First) (Middle) <u>5 WESTBROOK CORPORATE CENTER</u>  (Street) <u>WESTCHESTER IL 60154</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORN PRODUCTS INTERNATIONAL INC [ CPO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr VP, Corp Strat &amp; Glob Bus</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/28/2011		S <sup>(1)</sup>		6,894	D	\$49.5001	25,646	D	
Common Stock	02/28/2011		M		1,531	A	\$33.8	27,177	D	
Common Stock	02/28/2011		S <sup>(1)</sup>		1,531	D	\$49.502	25,646	D	
Common Stock	02/28/2011		M		9,100	A	\$25.58	34,746	D	
Common Stock	02/28/2011		S <sup>(2)</sup>		9,100	D	\$49.3672	25,646	D	
Common Stock	02/28/2011		M		6,267	A	\$28.75	31,913	D	
Common Stock	02/28/2011		S		6,267	D	\$49.5	25,646	D	
Common Stock								4,856 <sup>(3)</sup>	I	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. 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 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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Employee Stock Options(Right to Buy)	\$33.8	02/28/2011		M		1,531	(4)	01/22/2017	Common Stock	1,531	\$0	15,169	D	
Employee Stock Options(Right to Buy)	\$25.58	02/28/2011		M		9,100	(5)	01/26/2019	Common Stock	9,100	\$0	9,100	D	
Employee Stock Options(Right to Buy)	\$28.75	02/28/2011		M		6,267	(6)	01/25/2020	Common Stock	6,267	\$0	12,533	D	

**Explanation of Responses:**

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.51, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.00 to \$49.50, inclusive. The reporting person undertakes to provide Corn Products International, Inc., any security holder of Corn Products International, Inc. 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.
- The information in this report is based on a plan statement dated as of February 28, 2011.
- This option vested in three equal annual installments on January 23, 2008, 2009 and 2010.
- Two thirds of this option vested in equal annual installments on January 27, 2010 and 2011.
- One third of this option vested on January 26, 2011.

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.**