

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

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

1. Name and Address of Reporting Person* <u>HYNES MARY ANN</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>VP, GC & Corp Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2009</u>	
	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)	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	01/27/2009		A ⁽¹⁾		14,330	A	\$0	25,152	D	
Common Stock	01/27/2009		D ⁽²⁾		14,122	D	\$0	11,030	D	
Common Stock	01/27/2009		F ⁽³⁾		208	D	\$25.28	10,822	D	
Common Stock	01/27/2009		A		14,122	A	\$0	14,122	I	Phantom Stock ⁽⁴⁾
Common Stock								3,062.184 ⁽⁵⁾	I	By 401 (k) Plan
Common Stock								2,000	I	Fidelity Rollover IRA

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	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options(Right to Buy)	\$25.58	01/27/2009		A		21,400		(6)	01/26/2019	Common Stock	\$0	21,400	D	

Explanation of Responses:

- Shares acquired upon vesting of performance share award granted March 15, 2006. Vesting of the performance share award was based on criteria in addition to increase in the market price of Corn Products International's common stock.
- Upon the vesting of the performance share award granted March 15, 2006, the reporting person deferred the receipt of 14,122 shares of common stock and received instead 14,122 shares of phantom stock pursuant to Corn Products International's deferred compensation plan. As a result, the reporting person is reporting the disposition of 14,122 shares of common stock in exchange for an equal number of shares of phantom stock.
- Shares withheld to pay applicable taxes upon the vesting of performance share award granted March 15, 2006.
- Each share of phantom stock represents a right to receive one share of common stock.
- The information in this report is based on a plan statement dated as of December 31, 2008.
- The options become exercisable in three equal annual installments beginning on January 27, 2010.

Mary Ann Hynes

01/28/2009

** 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.