

OMB APPROVAL	
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**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* <b>SCOTT SAMUEL C III</b>  (Last) (First) (Middle) <b>5 WESTBROOK CORPORATE CENTER</b>  (Street) <b>WESTCHESTER IL 60154</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CORN PRODUCTS INTERNATIONAL INC [ CPO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/25/2008</b>	
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	07/25/2008		M		292 <sup>(1)</sup>	A	\$0	201,624	D	
Common Stock	07/25/2008		F		115 <sup>(2)</sup>	D	\$46.66	201,509	D	
Common Stock								38,912.937 <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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0	07/25/2008		M <sup>(4)</sup>			291.6197	<sup>(5)</sup>	<sup>(6)</sup>	Common Stock	291.6197	\$0	6,291.6084	D	

**Explanation of Responses:**

- Shares of common stock paid to the reporting person upon conversion of phantom stock units and distribution from the reporting person's account in Corn Products' Supplemental Executive Retirement Plan.
- Shares of common stock withheld to pay applicable taxes upon distribution of shares of common stock distributed to the reporting person on account of phantom stock units in his account in Corn Products' Supplemental Executive Retirement Plan.
- The information in this report is based on a plan statement dated as of June 30, 2008.
- Conversion of phantom stock units and payment to the reporting person of shares of common stock from the reporting person's account in Corn Products' Supplemental Executive Retirement Plan.
- The phantom stock units are to be settled at different times following the termination of service of the reporting person depending on the applicable distribution election for the various accounts which make up the total units.
- The phantom stock units are to be settled at different times following the termination of service of the reporting person depending on the applicable distribution election for the various accounts which make up the total units.

Mary Ann Hynes, Attorney in Fact 07/29/2008

\*\* 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.