SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person [*] FORTNUM JACK C	2. Issuer Name and Ticker or Trading Symbol Ingredion Inc [INGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) 5 WESTBROOK CORPORATE CENTER	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2016	X Officer (give title Other (specify below) Exec. VP and CFO
(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)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	08/08/2016		М		17,500	A	\$47.95	145,368.9285	D	
Common Stock	08/08/2016		М		17,300	A	\$55.95	162,668.9285	D	
Common Stock	08/08/2016		S		24,512	D	\$134.2818 ⁽¹⁾	138,156.9285	D	
Common Stock	08/08/2016		S		10,288	D	\$135.1701 ⁽²⁾	127,868.9285(3)	D	

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		6. Date Exerc Expiration Da (Month/Day/)	ate	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				
Employee Stock Options (Right to Buy)	\$ 47.95	08/08/2016		М			17,500	(4)	02/07/2021	Common Stock	17,500	\$0	0	D	
Employee Stock Options (Right to Buy)	\$55.95	08/08/2016		м			17,300	(5)	02/06/2022	Common Stock	17,300	\$0	0	D	

Explanation of Responses:

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.78 to \$134.76, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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 range set forth in the immediately preceding sentence.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.78 to \$135.5232, inclusive. The reporting person undertakes to provide Ingredion Incorporated, any security holder of Ingredion Incorporated 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 range set forth in the immediately preceding sentence.

3. 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.

4. These options vested in three equal annual installments on February 8, 2012, 2013 and 2014.

5. These options vested in three equal annual installments on February 7, 2013, 2014 and 2015.

<u>Christine M. Castellano,</u> <u>Attorney-in-Fact</u> <u>08/10/2016</u>

** 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.