| SEC I | Form 4 |
|-------|--------|
|-------|--------|

 $\square$ 

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

| OND NUMBER.            | 3233-0201 |
|------------------------|-----------|
| Estimated average burd | en        |
| hours per response:    | 0.5       |

| 1. Name and Address of Reporting Person*<br><u>HYNES MARY ANN</u> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Ingredion Inc [ INGR ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner  |
|---|--|---|
| (Last) (First) (Middle)<br>5 WESTBROOK CORPORATE CENTER           | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/05/2013               | X Officer (give title Other (specify below) below)<br>Sr. VP, Counsel to Chrm. & CCO  |
| (Street)<br>WESTCHESTER IL 60154<br>(City) (State) (Zip)          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | <ul> <li>6. Individual or Joint/Group Filing (Check Applicable<br/>Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting<br/>Person</li> </ul> |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |  |                      |   | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |                             |
|---------------------------------|--|---|------------------------------|--|----------------------|---|--|---|---|-----------------------------|
|                                 |  |   | Code V                       |  | Amount (A) or<br>(D) |   | Price  | Transaction(s)<br>(Instr. 3 and 4)                                |   | (Instr. 4)                  |
| Common Stock                    | 03/05/2013                                 |   | S                            |  | 17,953               | D | <b>\$</b> 66.9323 <sup>(1)</sup>                                       | 15,360.6187 <sup>(2)</sup>  | D   |                             |
| Common Stock                    |  |   |                              |  |                      |   |  | 230.344   | Ι   | By 401<br>(k) Plan          |
| Common Stock                    |  |   |                              |  |                      |   |  | 2,000   | Ι   | Fidelity<br>Rollover<br>IRA |
| Common Stock                    |  |   |                              |  |                      |   |  | 15,054.2005 <sup>(3)(4)</sup>                                     | I   | Phantom<br>Stock            |

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Ownership<br>Form:<br>Direct (D) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|----------------------------------|--|--|
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |                                  |  |  |

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 \$66.85 to \$67.03, 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 ranges set forth in the immediately preceding sentence.

2. Includes restricted stock units acquired through deemed dividend reinvestment.

3. Each phantom stock unit represents the right to receive one share of common stock.

4. Includes phantom stock units acquired through deemed dividend reinvestment.

### <u>Mary Ann Hynes</u>

\*\* Signature of Reporting Person Date

03/07/2013

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.