SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person* Stefansic Robert J.	2. Date of Event Requiring State (Month/Day/Yea 01/01/2014	ment	3. Issuer Name and Ticker or Trading Symbol <u>Ingredion Inc</u> [INGR]					
(Last) (First) (Middle) 5 WESTBROOK CORPORATE CENTER	01/01/2011		4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	on(s) to Issuer 10% Owne Other (spec	r (Mo	onth/Day/Year)	ate of Original Filed //Group Filing (Check	
(Street) WESTCHESTER IL 60154			A below) Sr VP, Oper Excel, E	below) HS & Sust	Ap	blicable Line) X Form filed b	y One Reporting Person y More than One	
(City) (State) (Zip)								
	Table I - Noi	n-Derivati	ive Securities Beneficiall	y Owned				
1. Title of Security (Instr. 4)			. Amount of Securities ieneficially Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership Instr. 5)		
Common Stock			11,880.732 ⁽¹⁾⁽²⁾⁽³⁾	D	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securit		4. Conversion or Exercise	Form:	(Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	ative or Indirect		
Employee Stock Options (Right to Buy)	(4)	02/07/2021	Common Stock	5,200	47.95	D		
Employee Stock Options (Right to Buy)	(5)	02/06/2022	Common Stock	5,000	55.95	D		
Employee Stock Options (Right to Buy)	(6)	02/04/2023	Common Stock	4,610	66.07	D		

Explanation of Responses:

1. Includes 9,504 restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of Common Stock (one share per RSU). 2,000 RSUs will vest on February 8, 2014, 1,900 RSUs will vest on February 7, 2015, 4,000 RSUs will vest on November 1, 2015 and 1,604 RSUs will vest on February 5, 2016. In the event of termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service), the RSUs will vest on a pro-rate basis using the number of full months employed during the thirty-six month vesting period. 2. Includes restricted stock units 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

3. Includes 2,000 shares held in joint tenancy with the reporting person's spouse, Beth Ann Stefansic.

4. Two thirds of these options vested in two equal annual installments on February 8, 2012 and 2013, and the remaining one third of these options will vest on February 8, 2014.

5. One third of these options vested on February 7, 2013, and the remaining two thirds of these options will vest in two equal annual installments on February 7, 2014 and 2015.

6. These options will vest in three equal annual installments on February 5, 2014, 2015 and 2016.

Remarks:

Exhibit List Exhibit 24 -- Power of Attorney

Christine M. Castellano, Attorney-in-Fact

** Signature of Reporting Person

01/13/2014

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 5 (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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christine M. Castellano and John E. Lowe, signing singly, the undersigned?s true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned?s name and on the undersigned?s behalf, and submit to the U.S. Securities and Exchange Commission (the ?SEC?) a Form ID, including amendments thereto, and other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned?s capacity as an officer and/or director of Ingredion Incorporated (the ?Company?), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned?s ownership, acquisition, or disposition of securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in fact?s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact?s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned?s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned?s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneysin fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of December, 2013.

/s/Robert J. Stefansic Robert J. Stefansic