П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	С
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: 3235-02										
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			of Section 30(n) of the investment Company Act of 1940				
	Address of Reporting UM JACK C	Person*	2. Issuer Name and Ticker or Trading Symbol <u>CORN PRODUCTS INTERNATIONA</u> <u>INC</u> [CPO]		ationship of Reporting P k all applicable) Director Officer (give title below)	erson(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) 5 WESTBROOK CORPORATE CENTER		()	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2008		VP, President North America		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fil	ling (Check Applicable	
WESTCH	ESTER IL	60154		X	Form filed by One R	eporting Person	
, (City)	(State)	(Zip)			Form filed by More th Person	han One Reporting	

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)				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	01/29/2008		A ⁽¹⁾		19,933	A	\$0	44,680	D		
Common Stock	01/29/2008		F ⁽²⁾		7,864	D	\$34.36	36,816	D		
Common Stock								6,950.597 ⁽³⁾	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. Transa Code (8)		n of		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				
Employee Stock Option (Right to buy)	\$34.36	01/29/2008		A		31,600		(4)	01/28/2018	Common Stock	31,600	\$0	31,600	D	

Explanation of Responses:

1. Shares acquired upon vesting of performance share award granted February 8, 2005. 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.

2. Shares withheld to pay applicable taxes upon the vesting of performance share award granted February 8, 2005.

3. The information in this report is based on a plan statement dated as of December 31, 2007.

4. The options become exercisable in three equal annual installments beginning on January 29, 2009.

Mary Ann Hynes, Attorney in

Fact

01/31/2008

** 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.