

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **April 7, 2009**

CORN PRODUCTS INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-13397
(Commission File Number)

22-3514823
(I.R.S. Employer
Identification Number)

5 Westbrook Corporate Center, Westchester, Illinois 60654-5749
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(708) 551-2600**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a — 12 under the Exchange Act (17 CFR 240.14a — 12)
 - Pre-commencement communications pursuant to Rule 14d — 2(b) under the Exchange Act (17 CFR 240.14d(b))
 - Pre-commencement communications pursuant to Rule 13e — 4(c) under the Exchange Act (17 CFR 240.13e — 4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 7, 2009, Corn Products International, Inc. (the "Company") announced that Samuel C. Scott III, age 64, the Company's Chairman, President and Chief Executive Officer will retire effective May 4, 2009. The Company's Board of Directors has elected Ilene S. Gordon to succeed Mr. Scott as Chairman, President and Chief Executive Officer of the Company effective May 4, 2009, at which time it is anticipated that she will also be appointed to the Company's Board of Directors as a Class I Director with a term expiring in 2010. Consistent with past practice it is anticipated that the Chairman will not sit as a member of any of the committees of the Board of Directors. Mr. Scott will continue to serve on the Company's Board of Directors until his resignation on May 4, 2009 and thereafter will serve as a consultant to the Company for the remainder of 2009.

Ms. Gordon, age 55, has been President and Chief Executive Officer of Alcan Packaging, a multinational company engaged in flexible and specialty packaging, since October 2007. Alcan Packaging is a business unit of Rio Tinto Alcan. From December 2006 to October 2007, Ms. Gordon was a Senior Vice President of Alcan Inc. and President and Chief Executive Officer of Alcan Packaging. Alcan Packaging was acquired by a subsidiary of Rio Tinto plc in October 2007. From 2004 until December 2006, Ms. Gordon served as President of Alcan Food Packaging Americas, a division of Alcan Inc. From 1999 until Alcan's December 2003 acquisition of Pechiney Group, Ms. Gordon was a Senior Vice President of Pechiney Group and President of Pechiney Plastic Packaging, Inc., a flexible packaging business. Prior to joining Pechiney in June 1999, Ms. Gordon spent 17 years with Tenneco Inc., where she most recently served as Vice President and General Manager, heading up Tenneco's folding carton business. Ms. Gordon also serves as a director of Arthur J. Gallagher & Co., an international insurance brokerage and risk management business, and United Stationers Inc., a wholesale distributor of business products and a provider of marketing and logistics services to resellers.

In connection with Ms. Gordon's election as Chairman, President and Chief Executive Officer of the Company, the Company agreed to compensation arrangements with Ms. Gordon that include:

- an annual salary of \$850,000;
- a target annual incentive bonus of 115% of salary, or \$977,500;
- a long-term equity incentive award, to be granted effective the first business day of employment, comprising a combination of stock options (vesting ratably over three years) with a Black-Scholes value of \$1,000,000, and performance shares (vesting at the end of a three year performance period) with a target value of approximately \$1,000,000 based on 85% of the value of the Company's shares on the grant date;
- a sign-on award of restricted stock units with a face value of \$2,649,000 (vesting ratably over two years) and \$550,000 (vesting ratably over seven years);
- a severance arrangement in the event of Ms. Gordon's termination without cause providing a cash payment equal to annual salary plus her target annual incentive bonus; Ms. Gordon will also be entitled to payments under the Company's standard change in control severance agreement in the event of a change in control; and
- other benefits generally applicable to senior executives of the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Corn Products International, Inc. dated April 7, 2009

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 8, 2009

CORN PRODUCTS INTERNATIONAL, INC.

By: /s/ Cheryl K. Beebe

Name: Cheryl K. Beebe

Title: Vice President and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Corn Products International, Inc. dated April 7, 2009

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Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, IL 60154

NEWS RELEASE

FOR RELEASE:

04/07/09, 5:30 AM ET

CONTACT:

Investor: Dave Prichard, (708) 551-2592

Media: Mark Lindley, (708) 551-2602

CORN PRODUCTS INTERNATIONAL NAMES ILENE GORDON CHAIRMAN, PRESIDENT AND CEO

- *Brings Strong Track Record in Global Management and Executive Leadership*
- *Samuel C. Scott III, Chairman, President and CEO, To Retire May 4, 2009*

WESTCHESTER, Ill., April 7, 2009 – Corn Products International, Inc. (NYSE:CPO) today announced that its board of directors has appointed Ilene Gordon chairman, president and chief executive officer, effective May 4, succeeding Samuel C. Scott III who, consistent with Company policy that senior executives step down by age 65, is retiring.

After 35 years with the Company, Scott announced in January 2008 his intention to retire. He has served as chairman and chief executive officer of the Company since February 2001 and president since 1997.

“We thank Sam for his years of leadership and dedicated service to Corn Products,” said Board Member William S. Norman. “During Sam’s tenure as CEO, the Company greatly expanded its international operations, made several key acquisitions and surpassed \$3.9 billion in net sales.

“Upon learning of his intention to retire, the board refined a robust succession plan that included key criteria for the new CEO. We then focused on a thorough and deliberative search for his successor,” Norman continued. “We selected Ilene Gordon because of her strong leadership skills, international experience, and knowledge of commodity businesses and the food and beverage industry. We are confident this will be an orderly, thorough and thoughtful transition.”

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Gordon, 55, has more than 30 years of senior-level, international management experience and a proven track record as a leader.

Since 2007, she has been president and CEO, Rio Tinto’s Alcan Packaging, where she is responsible for leading a \$6.5 billion global packaging business with 130 factories in 30 countries servicing the food, beauty and pharmaceutical industries, among others. From 2004 to 2006, she was president of Alcan Food Packaging Americas, where she managed a business with \$1.4 billion in sales and 5,000 employees in six countries.

Prior to Alcan’s acquisition of Pechiney in 2003, Gordon served in positions of increasing responsibility with Pechiney and Tenneco for more than 20 years, and began her career as a strategy consultant at the Boston Consulting Group.

A Phi Beta Kappa graduate of Massachusetts Institute of Technology, with a Bachelor of Science degree in mathematics, Gordon also earned a Master of Science degree in management from MIT’s Sloan School of Management. She is a director of Arthur J. Gallagher & Company, chairing its governance committee; and a director of United Stationers, serving on its human resources and governance committees.

In accepting her new position, Gordon said, “Corn Products International has strong operations worldwide, enjoys the support of flagship customers, and has talented and committed employees in markets around the world. I look forward to building on its strong market positions and leading it forward in the years ahead.”

Reflecting on his years at Corn Products International, Scott said, “Since becoming a public company 11 years ago, by focusing on our core values and pursuing our Pathways strategy, which we introduced in 2003, Corn Products has exceeded each of the five key financial targets we promised our stakeholders.”

“Corn Products International has been able to navigate the challenging global marketplace with discipline and much success to date. 2008 was an exceptional year as the company continued to demonstrate that it can perform well in a climate of unprecedented volatility. Gordon and the rest of the management team have managed through challenging times before at their respective organizations, and are prepared to deal with the global recession of 2009,” he added.

Corn Products International will conduct a conference call today at 8:30 a.m. Eastern Time (7:30 a.m. Central Time) to be hosted by Sam Scott, chairman, president and chief executive officer.

The call will be broadcast in a real-time webcast accessible through the Corn Products International web site at www.cornproducts.com. A replay of the webcast will be available at www.cornproducts.com.

Individuals without Internet access may listen to the live conference call by dialing 719.325.4798. A replay of the audio call will be available through Friday, April 17 by calling 719.457.0820 and using passcode 1148160.

About the Company

Corn Products International is one of the world's largest corn refiners and a major supplier of high-quality food ingredients and industrial products derived from the wet milling and processing of corn and other starch-based materials. The Company, headquartered in Westchester, Ill., is a leading worldwide producer of dextrose and a major regional supplier of starch, high fructose corn syrup and glucose. In 2008, Corn Products International reported record net sales and diluted earnings per share of \$3.94 billion and \$3.52, respectively. The Company has operations in 15 countries at 34 plants, including wholly owned businesses, affiliates and alliances. For more information, visit www.cornproducts.com.

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