

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

CORN PRODUCTS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3514823
(I.R.S. Employer Identification No.)

5 WESTBROOK CORPORATE CENTER, WESTCHESTER, ILLINOIS 60154
(Address of principal executive offices)

CORN PRODUCTS INTERNATIONAL, INC. DEFERRED COMPENSATION PLAN FOR OUTSIDE DIRECTORS

CORN PRODUCTS INTERNATIONAL, INC. SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN
(Full title of the plans)

MARY ANN HYNES
Vice President, General Counsel and Corporate Secretary
Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, Illinois 60154
(Name and Address of Agent for Service)

Copies to:
JOHN M. O'HARE
Sidley Austin LLP
One South Dearborn Street
Chicago, Illinois 60603

(708) 551-2600
(Telephone Number, Including Area Code, of Agent for Service)

(312) 853-7000

CALCULATION OF REGISTRATION FEE

Title Of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<i>Corn Products International Deferred Compensation Plan for Outside Directors</i>				
Common Stock, \$.01 par value	15,000 shares (1)	\$ 40.87(2)	\$ 613,050.00(2)	\$ 18.82
Preferred Stock Purchase Rights	7,500 rights (3)	—(3)	—(3)	—(3)
<i>Corn Products International Supplemental Executive Retirement Plan</i>				
Common Stock, \$.01 par value	425,000 shares (1)	\$ 40.87(2)	\$ 17,369,750.00(2)	\$ 533.25
Preferred Stock Purchase Rights	212,500 rights (3)	—(3)	—(3)	—(3)

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein, including a number of shares as may become issuable because of the provisions of the plans relating to adjustments for changes resulting from stock dividends, stock splits and similar changes.
- (2) Estimated pursuant to Rule 457(h)(1) solely for the purpose of calculating the registration fee. Estimate based on the average of the high and low share prices reported on the New York Stock Exchange for June 4, 2007.
- (3) Each preferred stock purchase right represents a right to purchase 1/100 of a share of Series A Junior Participating Preferred Stock, par value \$.01 per share. Rights initially are attached to and trade with the shares of common stock being registered hereby. Value attributable to such rights, if any, is reflected in the market price of the common stock.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents heretofore filed with the Securities and Exchange Commission (the "Commission") by Corn Products International, Inc. (the "Company") are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for the year ended December 31, 2006 filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed under the Exchange Act;

(c) The Company's Current Reports on Form 8-K filed under the Exchange Act with the Commission on January 29, 2007, March 21, 2007, April 10, 2007, April 24, 2007 and May 18, 2007; and

(d) The description of the common stock, par value \$.01 per share, of the Company which is contained in the Company's Registration Statement on Form 10/A No. 3 dated December 4, 1997 (File No. 1-13397), and the description of the associated Preferred Stock Purchase Rights, which is contained in the Company's Registration Statement on Form 8-A/A, filed with the Commission on February 1, 2005 (File No. 1-13397), including any subsequent amendment or report filed for the purpose of updating such descriptions.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents, it being understood that any documents filed by the Company with the Commission pursuant to Item 2.02 or 7.01 of Form 8-K shall not be deemed to be incorporated by reference into this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Certain legal matters in connection with the common stock offered hereby will be passed upon for the Company by Mary Ann Hynes, an employee of the Company and its Vice President, General Counsel and Corporate Secretary. Ms. Hynes participates in the Corn Products International, Inc. Supplemental Executive Retirement Plan and also owns shares of the Company's common stock and options to purchase shares of the Company's common stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company is a Delaware corporation. Section 145 of the General Corporation Law of the State of Delaware, as amended, provides that under certain circumstances a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

Article VII of the Company's By-Laws provides that the Company shall indemnify its directors and officers and the directors and officers of its subsidiaries against certain liabilities (including attorneys' fees related thereto) that may arise as a result of such service to the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists now or may hereafter be amended.

The Company is also empowered by Section 102(b)(7) of the General Corporation Law of the State of Delaware to include a provision in its certificate of incorporation to limit under certain circumstances a director's liability to the Company or its stockholders for monetary damages for breaches of fiduciary duty as a director. Article Tenth of the Company's Amended and Restated Certificate of Incorporation states that directors of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) unlawful dividend payments, stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

The Company maintains insurance policies under which the directors and officers of the Company are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers which could include liabilities under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The Company has entered into indemnification agreements with all its officers and directors. These agreements provide such officers and directors with indemnification against certain liabilities (including

attorneys' fees related thereto) that may arise as a result of such service to the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists now or may hereafter be amended.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4(a)	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to the Company's Registration Statement on Form 10, as amended (File No. 1-13397)).
4(b)	Amended By-laws of the Company (incorporated by reference to the Company's report on Form 8-K dated March 21, 2007 (File No. 1-13397)).
4(c)	Rights Agreement, amended and restated as of September 9, 2002, between the Company and The Bank of New York, as rights agent (incorporated by reference to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2002 (File No. 1-13397)).
4(d)	Certificate of Designation for the Company's Series A Junior Participating Preferred Stock (incorporated by reference to the Company's Registration Statement on Form 8-A12B/A (File No. 1-13397)).
4(e)	Corn Products International, Inc. Deferred Compensation Plan for Outside Directors (incorporated by reference to the Company's Registration Statement on Form S-8 (File No. 333-75844), as amended by Amendment No. 1 dated December 1, 2004, filed as Exhibit 10.5 to the Company's annual report on Form 10-K for the year ended December 31, 2004 (File No. 1-13397))
4(f)	Corn Products International, Inc. Supplemental Executive Retirement Plan (incorporated by reference to the Company's quarterly report on Form 10-Q/A for the quarter ended March 31, 2002 (File No. 1-13397))
*5	Opinion of Mary Ann Hynes, Esq.
*23(a)	Consent of KPMG LLP.
*23(b)	Consent of Mary Ann Hynes, Esq. (included in Exhibit 5).
*24	Powers of Attorney.

* Filed herewith.

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remained unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling

person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Westchester, State of Illinois, on this 5th day of June 2007.

CORN PRODUCTS INTERNATIONAL, INC.

/s/ Samuel C. Scott III

Samuel C. Scott III

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on June 5, 2007.

<u>/s/ Samuel C. Scott III</u> Samuel C. Scott III	Chairman, President, Chief Executive Officer (principal executive officer)
<u>/s/ Cheryl K. Beebe</u> Cheryl K. Beebe	Chief Financial Officer (principal financial officer)
<u>/s/ Robin A. Kommeyer</u> Robin A. Kommeyer	Controller (principal accounting officer)
<u>/s/ Richard J. Almeida</u> Richard J. Almeida	Director
<u>/s/ Luis Aranguren - Trellez</u> Luis Aranguren - Trellez	Director
<u>/s/ Guenther E. Greiner</u> Guenther E. Greiner	Director
<u>/s/ Paul Hanrahan</u> Paul Hanrahan	Director
<u>/s/ Karen L. Hendricks</u> Karen L. Hendricks	Director
<u>/s/ Bernard H. Kastory</u> Bernard H. Kastory	Director
<u>/s/ Gregory B. Kenny</u> Gregory B. Kenny	Director
<u>/s/ Barbara A. Klein</u> Barbara A. Klein	Director
<u>/s/ William S. Norman</u> William S. Norman	Director
<u>/s/ James M. Ringler</u> James M. Ringler	Director

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*23(a)	Consent of KPMG LLP.
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*24	Powers of Attorney.

* Filed herewith.

[Com Products International Letterhead]
June 5, 2007

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: 15,000 Shares of Common Stock for the Corn Products International, Inc. Deferred Compensation Plan for Outside Directors
425,000 Shares of Common Stock for the Corn Products International Inc. Supplemental Executive Retirement Plan

Ladies and Gentlemen:

I refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Corn Products International, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 15,000 shares of the Company's common stock, \$0.01 par value per share, (the "Common Stock") in connection with the Corn Products International, Inc. Deferred Compensation Plan for Outside Directors and 425,000 shares of Common Stock in connection with the Corn Products International, Inc. Supplemental Executive Retirement Plan (together with the Deferred compensation Plan for Outside Directors, the "Plans"), including Preferred Stock Purchase Rights of the Company (the "Rights") associated therewith, to be issued from time to time under the Plans. The terms of the Rights are set forth in the Rights Agreement, dated as of November 19, 1997, (amended and restated as of September 9, 2002), between the Company and The Bank of New York, as Rights Agent (the "Rights Agreement").

I am the Vice President, General Counsel and Corporate Secretary of the Company and I am familiar with the proceedings to date with respect to the proposed issuance of the Common Stock under the Plans. In this regard, I or attorneys working under my direction have examined such records, documents and questions of law, and satisfied myself as to such matters of fact, as I have considered relevant and necessary as a basis for this opinion.

Based on the foregoing, I am of the opinion that:

1. The Company is duly incorporated and validly existing under the laws of the State of Delaware.
 2. Each share of Common Stock subject to the Registration Statement will be duly authorized, legally issued, fully paid and non-assessable when (i) the Registration Statement shall have become effective under the Securities Act; (ii) the Company's Board of Directors or a duly authorized committee thereof shall have duly adopted final resolutions authorizing the issuance and sale thereof as contemplated by the provisions of the applicable Plan; and (iii) a certificate representing such share shall have been duly executed, countersigned and registered and duly
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delivered upon payment of the agreed consideration therefor (not less than the par value thereof) determined in accordance with the terms of the provisions of the applicable Plan.

3. The Rights associated with each share of Common Stock referred to in paragraph 2 above will be validly issued when (i) such Right shall have been duly issued in accordance with the terms of the Rights Agreement; and (ii) such associated share of Common Stock shall have been duly issued as set forth in paragraph 2 above.

I do not find it necessary for the purposes of this opinion letter to cover, and accordingly I express no opinion as to, the application of the securities or blue sky laws of the various states to the sale of the Common Stock or the Rights.

This opinion letter is limited to the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement.

Very truly yours,

/s/ MARY ANN HYNES

Mary Ann Hynes

Vice President, General Counsel and Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Com Products International, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Com Products International, Inc. of our reports dated February 27, 2007, relating to the consolidated balance sheets of Com Products International, Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of income, comprehensive income, stockholders' equity and redeemable equity, and cash flows for each of the years in the three-year period ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 and the effectiveness of internal control over financial reporting as of December 31, 2006, which reports are included in the December 31, 2006 annual report on Form 10-K of Com Products International, Inc.

Our report on the financial statements refers to the Company's adoption of Statement of Financial Accounting Standards (SFAS) No. 158, Employers' *Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB No. 87, 88, 106, and 132(R)*, and SFAS No. 123 (R), *Share-Based Payment*.

KPMG LLP

Chicago, Illinois
June 1, 2007

LIMITED POWER OF ATTORNEY

Each of the undersigned directors of Corn Products International, Inc. hereby constitutes and appoints Mary Ann Hynes and Cheryl K. Beebe, and each of them, and any successor or successors to such offices held by each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), and any and all amendments thereto, with respect to the registration under the Securities Act of securities and obligations of Corn Products International, Inc. with respect to the Corn Products International, Inc. Deferred Compensation Plan for Outside Directors and the Corn Products International, Inc. Supplemental Executive Retirement Plan and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, whether filed prior or subsequent to the time such registration statement becomes effective, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of this 5th day of June 2007.

/s/ Richard J. Almeida

Richard J. Almeida

/s/ Luis Aranguren - Trellez

Luis Aranguren - Trellez

/s/ Guenther E. Greiner

Guenther E. Greiner

/s/ Paul Hanrahan

Paul Hanrahan

/s/ Karen L. Hendricks

Karen L. Hendricks

/s/ Bernard H. Kastory

Bernard H. Kastory

/s/ Gregory B. Kenny

Gregory B. Kenny

/s/ Barbara A. Klein

Barbara A. Klein

/s/ William S. Norman

William S. Norman

/s/ James M. Ringler

James M. Ringler