SEC Form 4

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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										
hours per response:	0.5									

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol Ingredion Inc [INGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>GORDON ILENE S</u>		X Director 10% Owner					
(Last) (First) (Middle	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)					
5 WESTBROOK CORPORATE CENTER	04/30/2015	Chairman, President and CEO					
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
WESTCHESTER IL 60154		X Form filed by One Reporting Person					
(City) (State) (Zip)		Form filed by More than One Reporting Person					

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	04/30/2015		М		33,567	A	\$29.9	176,652.9404	D	
Common Stock	04/30/2015		S ⁽¹⁾		28,372	D	\$80.4658(2)	148,280.9404	D	
Common Stock	04/30/2015		S ⁽¹⁾		5,095	D	\$ 81.3087 ⁽³⁾	143,185.9404	D	
Common Stock	04/30/2015		S ⁽¹⁾		100	D	\$82.02	143,085.9404	D	
Common Stock	04/30/2015		М		1,268	A	\$29.9	144,353.9404	D	
Common Stock	04/30/2015		S ⁽¹⁾		1,268	D	\$82.0079(4)	143,085.9404 ⁽⁵⁾	D	
Common Stock								31,375	Ι	By GRAT
Common Stock								85,000 ⁽⁶⁾	I	By GRAT
Common Stock								88,684	Ι	By GRAT

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 l		6. Date Exercisable and Expiration Date (Month/Day/Year)		d 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 Options (Right to Buy)	\$29.9	04/30/2015		М			33,567	(7)	01/26/2020	Common Stock	33,567	\$0	67,133	D	
Employee Stock Options (Right to Buy)	\$29.9	04/30/2015		М			1,268	(7)	01/26/2020	Common Stock	1,268	\$0	65,865	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2015.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.00 to \$80.99, inclusive. The reporting person undertakes to provide International Incorporated and Exchange Commission upon request full information according to a start were sold in the start of the Security holder of Langedon Incorporated at the start of the Security and Exchange Commission upon request full information according to a start of the security holder of Langedon Incorporated at the start of the Security holder of Langedon Incorporated at the start of the Security holder of Langedon Incorporated at the start of the Security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the Security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the security holder of Langedon Incorporated at the start of the security holder of Langedon Incorporated at the security holder of Langedon Incorporated at

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 range set forth in the immediately preceding sentence.

3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.00 to \$81.97, 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 range set forth in the immediately preceding sentence.

4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.00 to \$82.02, 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 range set forth in the immediately preceding sentence.

5. Includes restricted stock units ("RSUs") 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.

6. 30,900 shares were transferred to the reporting person in payment of the annuity by this grantor retained annuity trust ("GRAT") on March 13, 2015.

7. These options vested in three equal annual installments on January 27, 2011, 2012 and 2013.

<u>Christine M. Castellano,</u> <u>Attorney-in-Fact</u>

<u>05/04/2015</u> Date

** Signature of Reporting Person

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.