

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>GORDON ILENE S</u>  (Last) (First) (Middle) <u>5 WESTBROOK CORPORATE CENTER</u>  (Street) <u>WESTCHESTER IL 60154</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORN PRODUCTS INTERNATIONAL INC [ CPO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/04/2011		F		23,320 <sup>(1)</sup>	D	\$53.85	108,884.7165 <sup>(2)</sup>	D	

**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. Transaction Code (Instr. 8)		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)					

**Explanation of Responses:**

- Shares withheld to pay applicable taxes upon the vesting of 56,259.5412 restricted stock units ("RSUs") granted on May 4, 2009.
- Includes 66,561 shares of common stock. Also includes 15,754.2160 RSUs issued under the Corn Products International, Inc. Stock Incentive Plan on May 4, 2009 and 491.3589 RSUs acquired through deemed dividend reinvestment with respect to these RSUs. 3,150.8432 of these RSUs will become vested on each of May 4, 2012, 2013, 2014, 2015 and 2016, provided, that all of these RSUs will become vested in the event of the reporting person's death or disability while employed by the issuer, upon the reporting person's involuntary termination by the issuer without cause or upon the occurrence of a change in control as defined in the reporting person's Executive Severance Agreement. Also includes 26,500 RSUs issued under the Corn Products International, Inc. Stock Incentive Plan on February 8, 2011 and 68.9591 RSUs acquired through deemed dividend reinvestment with respect to these RSUs. These RSUs will vest on February 8, 2014. In the event of the reporting person's termination of employment due to death, disability or retirement (defined as age 55 and 10 years of service or age 62), these RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period. Each RSU represents a right to acquire one share of Common Stock.

Mary Ann Hynes, Attorney in Fact 05/06/2011

\*\* 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.