SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington. D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

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

				or	r Sec	:uon 30(n)	of the	e Investme	ent Co	mpany Aci	t of 1940							
1. Name and Address of Reporting Person [*] Gray James D					2. Issuer Name and Ticker or Trading Symbol <u>Ingredion Inc</u> [INGR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
						2 Data of Earliant Transaction (Manth/Day/Mast)							V Officer		Other (sp			
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/09/2021							,	xecutive V	VP ar	,		
											6 Ir	dividual or .1	oint/Group	Filina	(Check Apr	licable		
(Street)									Line	Line)								
		00134									Form fi	led by More	•	•				
(S	tate)	(Zip)											Person					
	Tal	ble I - No	n-Deriv	ativ	e Se	ecuritie	s Ao	quired	, Dis	posed o	of, or Be	neficiall	y Owned					
Date					ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		, Transaction Code (Instr.) Securities Beneficia	s Ily	Form (D) or	: Direct Indirect	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount (A) or (D) Pri		Price	Transacti	orted isaction(s)			(Instr. 4)	
Common Stock 02/09				/2021	2021		A		3,587 ⁽¹⁾ A \$		\$87.12	2 21,433	21,433.4047 ⁽²⁾		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)	Execution if any	Date, T	ransaction ode (Instr.				Expiratio	n Date	e of Securities ar) Underlying		es g Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	ly Direct (D or Indirec (I) (Instr.	Ownership	Beneficial Ownership ct (Instr. 4)		
			c	ode	v	(A)	(D)	Date Exercisa			Title	Amount or Number of Shares						
\$87.12	02/09/2021			A		25,386		(3)	C	2/09/2031	Common Stock	25,386	\$87.12	25,380	6	D		
	Ames D (Fi BROOK CO HESTER II (S) Security (Inst Security (Inst Security (Inst Security (Inst Security (Inst Security (Inst	(First) BROOK CORPORATE CE HESTER IL (State) Tal Security (Instr. 3)	Ames D (First) (Middle) BROOK CORPORATE CENTER HESTER IL 60154 (State) (Zip) Table I - No Security (Instr. 3) Security (Instr. 3) Security Security (Instr. 3) Security (Instr. 3) A. Deeme Execution or Exercise Price of Derivative Security (Month/Day/Year) Security (Instr. 4) A. Deeme (Month/Day/Year) (Month/Day (Month/Day)	ames D (First) (Middle) BROOK CORPORATE CENTER HESTER IL 60154 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/Day/Year) 2 Stock 02/09 Table II - Derivative (e.g., provide the security of the security (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 3A. 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Relationship of Reporting Check all applicable) HESTER IL (State) 60154 4. If Amendment, Date of Original Elled (Month/Day/Year) 6. Individual or Joint/Group Line Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Amend Securities Acquired (A) or Person 5. Amend Securities Acquired (A) or Disposed of (D) (Instr. 4. and 4) 5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4. and 4) 1 Stock 02/09/2021 A 3. 3587(0) A \$87.12 21,433.4047(2) 2 Stock 02/09/2021 A 3.3587(0) A \$87.12 21,433.4047(2) 2 Conversion (Instr. 3 and 4) 3. Deemed (e.g., puts, calls, warrants, options, convertible securities) 5. Number Transaction (Instr. 3 and 4) 5. Number Transaction (Instr. 3 and 4) 8. Price of Or Stores' (Month/Day/Year) 7. Title and Amount Or Stores' (Month/Day/Year) 8. Price of Transaction (Instr. 3) 8. Price of Or Stores' (Month/Day/Year) 8. Number Transaction (Instr. 3) 7. Title and Amount Or Stores' (Instr. 3) 8. 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A securities Acquired (A) or Disposed of (ID) (Instr. 3, 4 and 5) 5. Amount of Person 6. Nombolic Person 6. Nombolic Person	ames D 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person* ames D (First) (Middle) (First) (Middle) BROOK CORPORATE CENTER 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person* (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Individual or Joint/Group Filing (Check App Date) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Amount of Date Securities Acquired (A) or Derivative Securities Acquired, Disposed of, or Beneficially Owned Following O	

Explanation of Responses:

1. These are restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RUS) and will vest on February 9, 2024. In the event of termination of employment due to (a) death (b) disability or (c) retirement on or after (i) age 65, (II) age 62 with a minimum of 5 years of continuous employment with or service to the Company or its Subsidiaries or affiliates (in the case of each termination described in (a), (b) or (c), a "Retirement") the RSUs will vest on a prorata basis determined by multiplying the number of RSUs awarded and or credited by a fraction, the number of which is the number of full months that have elapsed between the Grant Date and the termination date and the denominator of which is 36. Notwithstanding the foregoing, in the event of Retirement on or after February 9, 2022, the RSUs shall continue to vest in accordance with the vesting schedule.

2. 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.

3. These options will vest in three equal annual installments on February 9, 2022, 2023, 2024.

4. Each phantom stock unit represents the right to receive one share of common stock.

Michael N. Levy, attorney-infact 02/10/2021

** 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.