

HYNES MARY ANN
 Form 4
 November 07, 2012

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HYNES MARY ANN

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ingredion Inc [INGR]

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Counsel to Chrm. & CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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	11/05/2012		M		16,700	A	\$ 33.8
							39,033.3489
Common Stock	11/05/2012		S		16,700	D	\$ 61.7204
							22,333.3489
Common Stock	11/05/2012		M		16,600	A	\$ 34.36
							38,933.3489
Common Stock	11/05/2012		S		16,600	D	\$ 61.7046
							22,333.3489
							8,209.529
							I

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Common Stock						By 401 (k) Plan
Common Stock	2,000		I			Fidelity Rollover IRA
Common Stock	14,998.4918		I			Phantom Stock
	<u>(4)</u> <u>(5)</u>					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 33.8	11/05/2012		M	16,700	<u>(6)</u> 01/22/2017	Common Stock	16,700	
Employee Stock Options (Right to Buy)	\$ 34.36	11/05/2012		M	16,600	<u>(7)</u> 01/28/2018	Common Stock	16,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYNES MARY ANN 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Sr. VP, Counsel to Chrm. & CCO	

Signatures

Mary Ann
Hynes

11/07/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

(1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.59 to \$61.84, 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 ranges set forth in the immediately preceding sentence.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.53 to \$61.91, 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 ranges set forth in the immediately preceding sentence.

(3) Includes restricted stock units acquired through deemed dividend reinvestment.

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

(5) Includes phantom stock units acquired through deemed dividend reinvestment.

(6) These options vested in three equal annual installments on January 23, 2008, 2009 and 2010.

(7) These options vested in three equal annual installments on January 29, 2009, 2010 and 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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