

SCOTT SAMUEL C III
Form 4
August 15, 2006

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 *
SCOTT SAMUEL C III

2. Issuer Name and Ticker or Trading Symbol
CORN PRODUCTS
INTERNATIONAL INC [CPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5 WESTBROOK CORPORATE
CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
WESTCHESTER, IL 60154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/14/2006		S ⁽¹⁾	100 D	\$ 32.32	123,870	D
Common Stock	08/14/2006		S ⁽¹⁾	683 D	\$ 32.34	123,187	D
Common Stock	08/14/2006		S ⁽¹⁾	1,015 D	\$ 32.35	122,172	D
Common Stock	08/14/2006		S ⁽¹⁾	1,000 D	\$ 32.36	121,172	D
Common Stock	08/14/2006		S ⁽¹⁾	500 D	\$ 32.37	120,672	D

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Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	300	D	\$ 32.38	120,372	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	1,000	D	\$ 32.46	119,372	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	1,000	D	\$ 32.47	118,372	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	400	D	\$ 32.54	117,972	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	885	D	\$ 32.65	117,087	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	2,200	D	\$ 32.66	114,887	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	1,500	D	\$ 32.67	113,387	D	
Common Stock	08/14/2006	<u>S</u> ⁽¹⁾	3,000	D	\$ 32.73	110,387	D	
Common Stock						38,397.549	I	By 401(k) Plan

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 Option (Right to buy)	\$ 16.1563	08/14/2006		M	95,500	⁽²⁾	01/21/2008	Common Stock	95,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT SAMUEL C III 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X			Chairman, President and CEO

Signatures

Mary Ann Hynes, Attorney
in Fact 08/15/2006

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2006.
 - (2) The option become exercizable in three equal installments on January 21, 1999, 2000 and 2001.

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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