

Renewable Energy Group, Inc.
Form 4
January 26, 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 *
Bunge LTD

2. Issuer Name and Ticker or Trading Symbol
Renewable Energy Group, Inc.
[REGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

50 MAIN STREET

(Street)

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

WHITE PLAINS, NY 10606

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/24/2012		J ⁽¹⁾	V	480,156 ⁽²⁾ ⁽⁷⁾	D	0	I	By Bunge North America, Inc. ⁽³⁾
Class A Common Stock	01/24/2012		J ⁽¹⁾	V	480,156 ⁽⁷⁾	A	480,156	I	By Bunge North America, Inc. ⁽³⁾
Class A Common Stock	01/24/2012		C		761,746	A	1,241,902	I	By Bunge North America, Inc. ⁽³⁾

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Class A Common Stock	01/24/2012	J ⁽⁵⁾	1,494	A	<u>(5)</u>	1,243,396	I	By Bunge North America, Inc. <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock	<u>(4)</u>	01/24/2012		C		1,361,723	<u>(4)</u>	<u>(4)</u>		Class A Common Stock
Series A Preferred Stock	<u>(4)</u>	01/24/2012		C		1,361,723	<u>(4)</u>	<u>(4)</u>		Series B Preferred Stock
Series B Preferred Stock	\$ 2 <u>(6)</u>	01/24/2012		C		303,605		07/18/2012	<u>(6)</u>	Common Stock
Common Stock Warrant (Right to Buy)	\$ 11	01/24/2012		J ⁽⁵⁾		9,090		02/26/2010	07/18/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bunge LTD 50 MAIN STREET WHITE PLAINS, NY 10606			X	

Bunge North America, Inc.
11720 BORMAN DRIVE
ST. LOUIS, MO 63146

X

Signatures

Bunge Limited, /s/ Carla Heiss
**Signature of Reporting Person

01/26/2012
Date

Bunge North America, /s/ Eric
Hakmiller
**Signature of Reporting Person

01/26/2012
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) Pursuant to a reclassification exemption under Rule 16b-7, each share of Common Stock was reclassified into one share of Class A Common Stock.
 - (2) Reflects a 1-for-2.5 reverse stock split which became effective on January 3, 2012.
 - (3) These securities are owned directly by Bunge North America, Inc., which is a wholly-owned subsidiary of Bunge Limited. Bunge North America, Inc. is a 10% Owner in respect of these securities.
 - (4) The 1,361,723 shares of Series A Preferred Stock held by the reporting person converted into an aggregate 761,746 shares of Class A Common Stock and 303,605 shares of Series B Preferred Stock and had no expiration date.
 - (5) The reporting person exchanged 9,090 Common Stock Warrants (Right to Buy) for 1,494 shares of Class A Common Stock, pursuant to a warrant exchange agreement.

The Series B Preferred Stock is convertible into Common Stock at a price of \$2.00 for each \$25.00 in value of each share of Series B Preferred Stock plus accumulated and unpaid dividends. The stated value of each share is \$25.00. The Series B Preferred Stock has no expiration date.
- The number of shares of Common Stock disposed of and the number of shares of Class A Common Stock acquired pursuant to the reclassification described in (1) above includes shares of Common Stock which were issuable upon conversion of 3,883 Restricted Stock Units and shares of Class A Common Stock issuable upon conversion of the Restricted Stock Units held by Bunge North America, Inc.
- (7) As part of the reclassification of Common Stock into Class A Common Stock, the 3,883 Restricted Stock Units now represent the right to receive Class A Common Stock upon conversion. The new Restricted Stock Units will automatically convert upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.