Ingredion Inc
Form 4
August 10, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stefansic Robert J.

(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)
08/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr VP, Oper Excel, Sust & CSCO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/09/2016		M		5,200	A	$ 47.95	16,889.6187	D	
Common Stock	08/09/2016		M		5,000	A	$ 55.95	21,889.6187	D	
Common Stock	08/09/2016		M		4,610	A	$ 66.07	26,499.6187	D	
Common Stock	08/09/2016		M		4,000	A	$ 59.58	30,499.6187	D	
Common Stock	08/09/2016		S		18,810	D	$ 135.9676 (1)	11,689.6187 (2)	D	

Common Stock	6,347.671 (3) (4)	I	Phantom Stock	

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)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (Right to Buy)	$ 47.95	08/09/2016		M			5,200	(5)	02/07/2021	Common Stock	5,200	
Employee Stock Options (Right to Buy)	$ 55.95	08/09/2016		M			5,000	(6)	02/06/2022	Common Stock	5,000	
Employee Stock Options (Right to Buy)	$ 66.07	08/09/2016		M			4,610	(7)	02/04/2023	Common Stock	4,610	
Employee Stock Options (Right to Buy)	$ 59.58	08/09/2016		M			4,000	(8)	02/03/2024	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stefansic Robert J. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Sr VP, Oper Excel, Sust & CSCO	

Signatures

Christine M. Castellano, Attorney-in-Fact	08/10/2016
**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 $135.83 to $136.21, 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 range set forth in the immediately preceding sentence.

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

(4) Includes phantom stock units acquired through deemed dividend reinvestment

(5) These options vested in three equal annual installments on February 8, 2012, 2013 and 2014.

(6) These options vested in three equal annual installments on February 7, 2013, 2014 and 2015.

(7) These options vested in three equal annual installments on February 5, 2014, 2015 and 2016.

(8) Two thirds of these options vested in equal annual installments on February 4, 2015 and 2016, and the remaining one third of these options will vest on February 4, 2017.

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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