

SAINT CARLOS MARCELO BRAUN
Form 4
May 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
SAINT CARLOS MARCELO BRAUN

(Last) (First) (Middle)

C/O BUNGE LTD, 50 MAIN STREET - 6TH FLOOR

(Street)

WHITE PLAINS, NY 10606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bunge LTD [bg]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2005

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | (D) | Price | | |

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.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar or Nu of |
|---------------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|----------------------|
| Phantom Stock Units | <u>(1)</u> | 03/31/2005 | A | 1,093.4254 <u>(2)</u> | | | | | <u>(3)</u> | <u>(4)</u> | Common Stock | 3 |
| Stock Options (Right to buy) | \$ 60.815 | 05/27/2005 | A | 5,500 | | | | | 01/01/2006 ⁽⁷⁾ | 05/26/2015 | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAINT CARLOS MARCELO BRAUN C/O BUNGE LTD 50 MAIN STREET - 6TH FLOOR WHITE PLAINS, NY 10606 | | X | | |

Signatures

/s/ Thomas F. Albert, Attorney
in Fact 05/31/2005
**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) Phantom stock units are issued under the Bunge Limited Deferred Compensation Plan for Non-Employee Directors (the "Directors Plan") and are settled in cash or shares of BG common stock, at the reporting person's election. The number of shares delivered upon settlement is calculated by multiplying the number of phantom stock units by the fair market value of a phantom stock unit on the date of settlement. Such amount is then divided by the closing price of a share of BG common stock on the settlement date. The conversion ratio is approximately 3.3 phantom stock units per share, but the exact ratio will vary as a relatively small portion of the value of each phantom stock unit corresponds to such unit's pro rata portion of cash held in the plan.
- (2) Due to an administrative error, the number of derivative securities issued on March 31, 2005 pursuant to the Directors Plan was mistakenly reported on a Form 4 filed by the reporting person on April 4, 2005 as 1,073.0408.
- (3) Immediately.
- (4) The settlement of phantom stock units will be in cash or shares of BG common stock, at the reporting person's election, upon the earlier to occur of (a) the reporting person's termination of service with BG and (b) a change in control of BG.
- (5) Due to an administrative error, the number of shares of BG common stock underlying the derivative securities issued on March 31, 2005 pursuant to the Directors Plan was mistakenly reported on a Form 4 filed by the reporting person on April 4, 2005 as 321.63.
- (6) Due to an administrative error, the number of derivative securities beneficially owned by the reporting person on March 31, 2005 was mistakenly reported on a Form 4 filed by the reporting person on April 4, 2005 as 9,687.2598.
- (7) This option is fully exercisable as of January 1, 2006.

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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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