

HENDRICKS KAREN L  
 Form 4  
 January 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 HENDRICKS KAREN L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/30/2005

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

5 WESTBROOK CORPORATE CENTER

(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

WESTCHESTER, IL 60154

(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)
Common Stock	09/30/2005		A	(A) Amount 653.702 (1)	(D) Price \$ 0 (1) 3,075.3074	D	
Common Stock					5,000	I	By IRA

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)

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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. Price of Derivative Security (Instr. 5)	9. Nu														
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares														
<p><b>Reporting Owners</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Reporting Owner Name / Address</th> <th colspan="4">Relationships</th> </tr> <tr> <th>Director</th> <th>10% Owner</th> <th>Officer</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>HENDRICKS KAREN L 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154</td> <td></td> <td>X</td> <td></td> <td></td> </tr> </tbody> </table> <p><b>Signatures</b></p> <p>Marcia E. Doane, Attorney in fact Date: 10/04/2005 Signature: _____</p> <p><b>Explanation of Responses:</b></p> <p>* If the form is filed by more than one reporting person, see Instruction 4(b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>(1) These are restricted stock units issued to the Company's outside directors as part of their annual retainer and are payable in stock no earlier than six months after resignation or retirement as a director and no later than ten years thereafter.</p> <p>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.</p>										Reporting Owner Name / Address	Relationships				Director	10% Owner	Officer	Other	HENDRICKS KAREN L 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154		X		
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