

Ingredient Inc
Form 4
May 06, 2015

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 *
Saucier John F.

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingredient Inc [INGR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2015

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)
Sr VP, Corp Strat & Glob Bus

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 05/04/2015 | | S | | 23,446 | D 80.4712 | D |
| | | | | | | <u>(1)</u> | |
| Common Stock | 05/04/2015 | | M | | 9,000 | A \$ 47.95 | D 31,252.8465 |
| Common Stock | 05/04/2015 | | M | | 8,200 | A \$ 55.95 | D 39,452.8465 |
| Common Stock | 05/04/2015 | | M | | 5,066 | A \$ 66.07 | D 44,518.8465 |
| Common Stock | 05/04/2015 | | M | | 4,533 | A \$ 59.58 | D 49,051.8465 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------------------|--------------------|---|----------------------|
| Common Stock | 05/04/2015 | S | 26,799 | D | \$ 80.6069 (2) | 22,252.8465 (3) | D | |
| Common Stock | | | | | | 5.233 | 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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(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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 47.95 | 05/04/2015 | | M | 9,000 | (4) 02/07/2021 | Common Stock | 9,000 |
| Employee Stock Options (Right to Buy) | \$ 55.95 | 05/04/2015 | | M | 8,200 | (5) 02/06/2022 | Common Stock | 8,200 |
| Employee Stock Options (Right to Buy) | \$ 66.07 | 05/04/2015 | | M | 5,066 | (6) 02/04/2023 | Common Stock | 5,066 |
| Employee Stock Options (Right to Buy) | \$ 59.58 | 05/04/2015 | | M | 4,533 | (7) 02/03/2024 | Common Stock | 4,533 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Saucier John F. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | | | Sr VP, Corp Strat & Glob Bus | |

Signatures

Christine M. Castellano,
Attorney-in-Fact

05/06/2015

__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 \$80.09 to \$80.85, 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.32 to \$80.90, 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.

(3) 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.

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

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

(6) Two thirds of these options vested in two equal annual installments on February 5, 2014 and 2015, and the remaining one third of these options will vest on February 5, 2016.

(7) One third of these options vested on February 4, 2015, and the remaining two thirds of these options will vest in equal annual installments on February 4, 2016 and 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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