

BURKE ANDREW  
Form 4  
March 04, 2010

**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 \*  
BURKE ANDREW

(Last) (First) (Middle)

C/O BUNGE LTD., 50 MAIN STREET

(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)  
03/02/2010

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)  
Co-CEO - Bunge Global Agri.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Common Stock <u>(1)</u>         | 03/02/2010                           |  | A                              |   | 22 \$ 61.11   | D  |                                   |
| Common Stock <u>(2)</u>         | 03/02/2010                           |  | A                              |   | 3,937 \$ 0  | D  |                                   |
| Common Stock <u>(3)</u>         | 03/02/2010                           |  | A                              |   | 119 \$ 0  | D  |                                   |
| Common Stock                    | 03/02/2010                           |  | F                              |   | 3,018 <u>(4)</u> \$ 61.11   | D  |                                   |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(5)</sup> | \$ 61.6  | 03/03/2010                           |  | A                              | 15,000  | <sup>(5)</sup> 03/03/2020                                | Common Stock  | 15,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| BURKE ANDREW<br>C/O BUNGE LTD.,<br>50 MAIN STREET<br>WHITE PLAINS,, NY 10606 |               |           | Co-CEO - Bunge Global Agri. |       |

## Signatures

/s/ Thomas F. Albert,  
Attorney-in-Fact

03/04/2010

\*\*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) Represents restricted stock units acquired on March 2, 2010 pursuant to a dividend reinvestment feature under the Bunge Limited Equity Incentive Plan.
  - (2) Represents common shares received on March 2, 2010 in settlement of performance-based restricted stock units ("PBRsUs") granted under the Bunge Limited Equity Incentive Plan.
  - (3) Represents common shares received on March 2, 2010 pursuant to a dividend reinvestment feature of the PBRsUs under the Bunge Limited Equity Incentive Plan.
  - (4)

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Withholding of common stock pursuant to the terms of the Bunge Limited Equity Incentive Plan for the purposes of the payment of tax liability incident to the vesting and settlement of PBRsUs and time-vested restricted stock units.

(5) This option is exercisable in three equal installments beginning on March 3, 2011.

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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