

Ingredient Inc  
Form 4  
May 06, 2014

**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 \*  
**GORDON ILENE S**

(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)  
**05/04/2014**

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)  
**Chairman, President and CEO**

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)
Common Stock	05/04/2014		F	1,570 (1) D	\$ 69.5 158,718.9584 (2)	D	
Common Stock					41,030 (3)	I	By GRAT
Common Stock					115,900 (4)	I	By GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON ILENE S 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X		Chairman, President and CEO	

**Signatures**

Christine M. Castellano,  
Attorney-in-Fact  
Date: 05/06/2014

\*\*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) Shares withheld to pay applicable taxes upon the vesting of 3,053 restricted stock units ("RSUs") granted May 4, 2009 and 271 RSUs acquired through deemed dividend reinvestment with respect to these RSUs.
- (2) Includes RSUs acquired through deemed dividend reinvestment.  
Excludes 13,281 shares previously reported as indirectly owned which were transferred to the reporting person in payment of the annuity by a grantor retained annuity trust ("GRAT") on December 17, 2012 and 12,250 shares previously reported as indirectly owned which were transferred to the reporting person in payment of the annuity by this GRAT on December 10, 2013. These 25,531 shares are reported on this Form 4 as directly owned. 66,561 shares were contributed to this GRAT on December 21, 2011.
- (3) Excludes 36,308 shares previously reported as indirectly owned which were transferred to the reporting person in payment of the annuity by a grantor retained annuity trust ("GRAT") on March 10, 2014. These 36,308 shares are reported on this Form 4 as directly owned. 152,208 shares were contributed to this GRAT on February 20, 2013.
- (4)

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.