

Sonntag Martin
Form 4
February 06, 2018

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sonntag Martin

(Last) (First) (Middle)

5 WESTBROOK CORPORATE
CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2018

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)

SVP, Strategy and Glob Bus Dev

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/02/2018		M		6,631	A	\$ 59.58	9,875.1323	D
Common Stock	02/02/2018		M		3,325	A	\$ 82.28	13,200.1323	D
Common Stock	02/02/2018		M		4,983	A	\$ 99.96	18,183.1323	D
Common Stock	02/02/2018		S		14,939	D	\$ 135	3,244.1323	D
Common Stock	02/03/2018		F		188.06 (1)	D	\$ 135.28	3,056.0723	D

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Common Stock	02/05/2018	M	1,663	A	\$ 82.28	4,719.0723	D
Common Stock	02/05/2018	S	1,663	D	\$ 135.1153	3,056.0723 <u>(2)</u>	D

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

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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 (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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 59.58	02/02/2018		M		6,631		<u>(3)</u>	02/03/2024	Common Stock	6,631
Employee Stock Options (Right to Buy)	\$ 82.28	02/02/2018		M		3,325		<u>(4)</u>	02/02/2025	Common Stock	3,325
Employee Stock Options (Right to Buy)	\$ 99.96	02/02/2018		M		4,983		<u>(5)</u>	02/01/2026	Common Stock	4,983
Employee Stock Options (Right to Buy)	\$ 82.28	02/05/2018		M		1,663		<u>(4)</u>	02/02/2025	Common Stock	1,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sonntag Martin 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			SVP, Strategy and Glob Bus Dev	

Signatures

Christine M. Castellano,
Attorney-in-Fact

02/06/2018

__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 608 restricted stock units ("RSUs") granted February 3, 2015 and 33.058 RSUs acquired through deemed dividend reinvestment with respect to these RSUs.
- (2) Includes 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.
- (3) These options vested in equal annual installments on February 4, 2015, 2016 and 2017.
- (4) These options vested in three equal annual installments on February 3, 2016, 2017 and 2018.
- (5) Two thirds of these options vested in equal annual installments on February 2, 2017 and 2018, and the remaining one third of these options are scheduled to vest on February 2, 2019.

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.