

GWATHMEY ARCHIBALD

Form 4

March 04, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GWATHMEY ARCHIBALD

(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)
Common Stock <u>(1)</u>	03/02/2010		A	28	A \$ 61.11	16,463	D <u>(5)</u>
Common Stock <u>(2)</u>	03/02/2010		A	6,510	A \$ 0	22,973	D <u>(5)</u>
Common Stock <u>(3)</u>	03/02/2010		A	199	A \$ 0	23,172	D <u>(5)</u>
Common Stock	03/02/2010		F	5,484 <u>(4)</u>	D \$ 61.11	17,688	D <u>(5)</u>
Common Stock						31,821	I BY GRAT <u>(5)</u>

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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) ⁽⁶⁾	\$ 61.6	03/03/2010		A	25,000	⁽⁶⁾ 03/03/2020	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GWATHMEY ARCHIBALD C/O BUNGE LTD., 50 MAIN STREET 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.

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- (4) 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) Excludes 31,821 common shares previously owned directly which were contributed to a grantor annuity trust (GRAT) on November 25, 2009.
- (6) 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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