

Sonntag Martin
Form 4
February 06, 2018

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 *
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
 Officer (give title below) _____ Other (specify below)
SVP, Strategy and Glob Bus Dev

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	(A) or (D)	Price
Common Stock	02/02/2018		M		6,631	A	\$ 59.58
Common Stock	02/02/2018		M		3,325	A	\$ 82.28
Common Stock	02/02/2018		M		4,983	A	\$ 99.96
Common Stock	02/02/2018		S		14,939	D	\$ 135
Common Stock	02/03/2018		F		188.06 <u>(1)</u>	D	\$ 135.28

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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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(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	
				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.