Zallie James P. Form 4 February 12, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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5 Relationship of Reporting Person(s) to

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

Filed purs
Section 17(a

1 Name and Address of Reporting Person *

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

1(b).

(Print or Type Responses)

See Instruction

Zallie James P.			Symbol	Issuer		
			Ingredion Inc [INGR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
5 WESTBROOK CORPORATE CENTER			(Month/Day/Year) 02/08/2019	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		

WESTCHESTER, IL 60154

(State)

(Zip)

(City)

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C 1 17		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	02/08/2019		A	14,698	A	\$0	55,859.719	D	
Stock	02/06/2019		А	(1)	А	ψU	(2)	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) ccquired (A) r Disposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 91.85	02/08/2019		A	96,316	<u>(3)</u>	02/07/2029	Common Stock	96,316

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Zallie James P. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	X		President and CEO				

Signatures

John E. Lowe, attorney-in-fact 02/12/2019

**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).
- These are restricted stock units ("RSUs") issued under the Ingredion Incorporated Stock Incentive Plan. The RSUs may be settled only in shares of common stock (one share per RSU) and will vest on February 8, 2022. In the event of termination of employment due to (a)
- (1) death, (b) disability or (c) retirement on or after (i) age 65, (ii) age 62 with 5 years of service or (iii) age 55 with 10 years of service, the RSUs will vest on a pro-rata basis using the number of full months employed during the thirty-six month vesting period.

 Nothwithstanding the foregoing, in the event of such retirement on or after February 8, 2020, the RSUs will vest on February 8, 2022.
- (2) Includes restricted stock units ("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 will vest in three equal annual installments on February 8, 2020, 2021 and 2022.

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.

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