

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gray James D</u> (Last) (First) (Middle) <u>5 WESTBROOK CORPORATE CENTER</u> (Street) <u>WESTCHESTER IL 60154</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/01/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Ingredion Inc [INGR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and CFO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>8,146.7955⁽¹⁾⁽²⁾</u>	<u>D</u>	
<u>Common Stock</u>	<u>300.1144⁽³⁾</u>	<u>I</u>	<u>Phantom Stock</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Options (Right to Buy)</u>	<u>(4)</u>	<u>02/03/2024</u>	<u>Common Stock</u>	<u>7,710</u>	<u>59.58</u>	<u>D</u>	
<u>Employee Stock Options (Right to Buy)</u>	<u>(5)</u>	<u>02/02/2025</u>	<u>Common Stock</u>	<u>4,988</u>	<u>82.28</u>	<u>D</u>	
<u>Employee Stock Options (Right to Buy)</u>	<u>(6)</u>	<u>02/01/2026</u>	<u>Common Stock</u>	<u>4,807</u>	<u>99.96</u>	<u>D</u>	
<u>Employee Stock Options (Right to Buy)</u>	<u>(7)</u>	<u>02/06/2027</u>	<u>Common Stock</u>	<u>12,090</u>	<u>118.97</u>	<u>D</u>	

Explanation of Responses:

- Includes 2,672.7955 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). 630.1352 RSUs will vest on February 3, 2018, 571.6603 RSUs will vest on February 2, 2019 and 1,471 RSUs will vest on February 7, 2020. In the event of termination of employment due to (a) 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.
- 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.
- Each phantom stock unit represents the right to receive one share of common stock.
- These options vested in three equal annual installments on February 4, 2015, 2016 and 2017.
- Two thirds of these options vested in equal annual installments on February 3, 2016 and 2017, and the remaining one third of these options will vest on February 3, 2018.
- One third of these options vested on February 2, 2017, and the remaining two thirds of these options will vest in equal annual installments on February 2, 2018 and 2019.
- These options will vest in three equal annual installments on February 7, 2018, 2019 and 2020.

Remarks:

Exhibit List Exhibit 24--Power of Attorney

Christine M. Castellano,
Attorney-in-Fact03/13/2017

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christine M. Castellano and John E. Lowe, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ingrezion Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of February, 2017.

/s/James D. Gray
James D. Gray