

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>BEEBE CHERYL K</u> (Last) (First) (Middle) <u>5 WESTBROOK CORPORATE CENTER</u> (Street) <u>WESTCHESTER IL 60154</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CORN PRODUCTS INTERNATIONAL INC [CPO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">VP and CFO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2006</u> | |
| | | 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 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 | 09/18/2006 | | F ⁽¹⁾ | | 2,105 | D | \$33.3 | 21,434.89 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 3,663.213 | I | By 401(k) Plan |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

Explanation of Responses:

- 1. Shares withheld to pay applicable taxes upon the vesting of 5,334 shares of restricted stock granted on September 18, 2002.
- 2. Includes 27,9895 shares acquired on January 25, 2006, 28,1669 shares acquired on April 25, 2006 and 27,0030 shares acquired on July 25, 2006 under the Corn Products dividend reinvestment plan and 11,9384 shares acquired on January 25, 2006, 12,1771 shares acquired on April 25, 2006 and 11,7762 shares acquired on July 25, 2006 pursuant to a dividend reinvestment feature of the Corn Products Restricted Stock plan.

Mary Ann Hynes, Attorney in Fact 09/20/2006

** 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 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).

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.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Director or officer of Corn Products International, Inc., a Delaware corporation the Company, does hereby severally make, constitute and appoint MARY ANN HYNES, Vice President, General Counsel and Corporate Secretary of the Company his true and lawful attorney to execute, deliver and file, for and on his behalf, any and all reports on Forms 3, 4 and 5 relating to beneficial ownership of securities issued by the Company, until such date as the undersigned ceases to be required to file such reports. IN WITNESS WHEREOF, the undersigned has hereunto executed this Power of Attorney this 5th day of April, 2006

Cheryl K. Beebe
UNITED STATES OF AMERICA)
STATE OF ILLINOIS)
COUNTY OF WILL)

On this 10th day of April, 2006, before me, a Notary Public of the State of Illinois, United States of America, personally came, to me known, Cheryl K. Beebe and known to me to be the individual described in and who executed the foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned. Given under my hand and official seal this 10th day of April, 2006

Notary Public
OFFICIAL SEAL
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/15/10