

Percy D. Benedict
 Form 4
 March 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Percy D. Benedict

(Last) (First) (Middle)

C/O BUNGE LTD., 50 MAIN STREET, 6TH FLOOR

(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)
 03/04/2013

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)
 MD, Sugar & Bioenergy

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock <u>(1)</u>	03/04/2013		A		10 \$ 73.07	D	
Common Stock <u>(2)</u>	03/04/2013		A		5,350 \$ 0	D	
Common Stock <u>(3)</u>	03/04/2013		A		231 \$ 0	D	
Common Stock	03/04/2013		F		3,099 <u>(4)</u> \$ 72.97	D	
Common Stock <u>(5)</u>	03/05/2013		A		3,500 \$ 0	D	

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

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SEC 1474 (9-02)

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Date Exercisable, 9. Expiration Date, 10. Title, 11. Amount or Number of Shares. Includes entry for Stock Option (Right to Buy) with price \$74.33 and date 03/05/2013.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Includes Percy D. Benedict, C/O BUNGE LTD., 50 MAIN STREET, 6TH FLOOR, WHITE PLAINS, NY 10606. Relationships listed: Director, 10% Owner, Officer, Other.

Signatures

/s/ John Tropeano, Attorney-in-Fact, 03/06/2013

**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 4, 2013, pursuant to a dividend reinvestment feature under the 2009 Bunge Limited Equity Incentive Plan.
(2) Represents common shares received on March 4, 2013 in settlement of performance-based restricted stock units ("PBRsUs") granted under the 2009 Bunge Limited Equity Incentive Plan.
(3) Represents common shares received on March 4, 2013, pursuant to a dividend reinvestment feature of the PBRsUs under the 2009 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-based restricted stock units.
- (5) Represents an award of restricted stock units. One restricted stock unit is convertible into one share of BG common stock and vests on March 5, 2014.
- (6) This option is exercisable in three equal installments beginning on March 5, 2014.

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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