

Ingredient Inc
Form 3
January 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Stefansic Robert J. | | (Month/Day/Year) | Ingredient Inc [INGR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2014 | | |
| 5 WESTBROOK CORPORATE CENTER | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| WESTCHESTER, IL 60154 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Sr VP, Oper Excel, EHS & Sust | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 11,880.732 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | D | |

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

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Options (Right to Buy) | Â (4) | 02/07/2021 | Common Stock | 5,200 | \$ 47.95 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 02/06/2022 | Common Stock | 5,000 | \$ 55.95 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 02/04/2023 | Common Stock | 4,610 | \$ 66.07 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stefansic Robert J. 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154 | Â | Â | Â Sr VP, Oper Excel, EHS & Sust | Â |

Signatures

Christine M. Castellano,
Attorney-in-Fact

01/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Includes 9,504 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). 2,000 RSUs will vest on February 8, 2014, 1,900 RSUs will vest on February 7, 2015, 4,000 RSUs will vest on November 1, 2015 and 1,604 RSUs will vest on February 5, 2016. In the event of termination of employment due to death, disability or retirement (defined as age 55 and 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.
- (1) Includes restricted stock units 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.
 - (2) Includes 2,000 shares held in joint tenancy with the reporting person's spouse, Beth Ann Stefansic.
 - (3) Two thirds of these options vested in two equal annual installments on February 8, 2012 and 2013, and the remaining one third of these options will vest on February 8, 2014.
 - (4) One third of these options vested on February 7, 2013, and the remaining two thirds of these options will vest in two equal annual installments on February 7, 2014 and 2015.
 - (5) These options will vest in three equal annual installments on February 5, 2014, 2015 and 2016.

Â

Remarks:

Exhibit List Exhibit 24 -- Power of Attorney

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.