

Fernandes Larry
Form 3
March 12, 2018

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	
Â Fernandes Larry		(Month/Day/Year)	Ingredion Inc [INGR]	
(Last)	(First)	(Middle)	03/01/2018	
5 WESTBROOK CORPORATE CENTER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WESTCHESTER,Â ILÂ 60154			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			Sr VP and Chief Commercial Off	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	12,938.4574 ⁽¹⁾ ⁽²⁾	D	Â
Common Stock	4,587.9	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (3)	02/07/2021	Common Stock	2,200	\$ 47.95	D	Â
Employee Stock Options (Right to Buy)	Â (4)	02/06/2022	Common Stock	3,000	\$ 55.95	D	Â
Employee Stock Options (Right to Buy)	Â (5)	02/04/2023	Common Stock	3,044	\$ 66.07	D	Â
Employee Stock Options (Right to Buy)	Â (6)	02/03/2024	Common Stock	6,746	\$ 59.58	D	Â
Employee Stock Options (Right to Buy)	Â (7)	02/02/2025	Common Stock	4,738	\$ 82.28	D	Â
Employee Stock Options (Right to Buy)	Â (8)	02/01/2026	Common Stock	4,700	\$ 99.96	D	Â
Employee Stock Options (Right to Buy)	Â (9)	02/06/2027	Common Stock	3,799	\$ 118.97	D	Â
Employee Stock Options (Right to Buy)	Â (10)	02/05/2028	Common Stock	5,005	\$ 130.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fernandes Larry 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154	Â	Â	Â Sr VP and Chief Commercial Off	Â

Signatures

Christine M. Castellano,
Attorney-in-Fact

03/12/2018

**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 4,762.3814 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). 3,148.2323 RSUs will vest on January 1, 2019; 568.1407 RSUs will vest on February 2, 2019; 470.0084 RSUs will vest on February 7, 2020 and 576 RSUs will vest on February 6, 2021. 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. Notwithstanding the foregoing, in the event of such retirement on or after February 6, 2019, the RSUs granted on February 6, 2018 will vest on February 6, 2021.
- (2)

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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.

- (3) The grant of options which included these options vested in three equal annual installments on February 8, 2012, 2013 and 2014.
- (4) These options vested in three equal annual installments on February 7, 2013, 2014 and 2015.
- (5) These options vested in three equal annual installments on February 5, 2014, 2015 and 2016.
- (6) These options vested in three equal annual installments on February 4, 2015, 2016 and 2017.
- (7) These options vested in three equal annual installments on February 3, 2016, 2017 and 2018.
- (8) Two thirds of these options vested in equal annual installments on February 2, 2017 and 2018, and the remaining one third of these options will vest on February 2, 2019.
- (9) One third of these options vested on February 7, 2018, and the remaining two thirds of these options will vest in equal annual installments on February 7, 2019 and 2020.
- (10) These options will vest in three equal annual installments on February 6, 2019, 2020 and 2021.

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Remarks:

ExhibitÂ ListÂ ExhibitÂ 24-PowerÂ ofÂ 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.