

CORN PRODUCTS INTERNATIONAL INC

Form 10-Q/A

May 10, 2006

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

**Form 10-Q/A
(Amendment No. 1)**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2006**

COMMISSION FILE NUMBER 1-13397

CORN PRODUCTS INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

22-3514823

(I.R.S. Employer Identification Number)

**5 WESTBROOK CORPORATE CENTER,
WESTCHESTER, ILLINOIS**

(Address of principal executive offices)

60154

(Zip Code)

(708) 551-2600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

CLASS
Common Stock, \$.01 par value

OUTSTANDING AT APRIL 28, 2006
74,150,132 shares

EXPLANATORY NOTE

Corn Products International, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A to amend its Form 10-Q for the three months ended March 31, 2006 as filed with the Securities and Exchange Commission on May 8, 2006 (the Original Filing), solely to amend Part II, Item 5 to include information concerning the election of a new member to the Board of Directors.

The complete text of Item 5, as amended, is included in the Amendment No. 1.

With the exception of the foregoing, no other information in the Quarterly Report on Form 10-Q for the three months ending March 31, 2006 has been supplemented, updated or amended.

PART II OTHER INFORMATION

ITEM 5

OTHER INFORMATION

As previously announced in a press release issued on March 15, 2006, Paul T. Hanrahan, president and chief executive officer of the AES Corporation, was elected to the Board of Directors of the Company on March 14, 2006. Mr. Hanrahan is expected to serve on the Compensation Committee of the Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

**CORN PRODUCTS INTERNATIONAL,
INC.**

DATE: May 10, 2006

By /s/ Cheryl K. Beebe
Cheryl K. Beebe
Vice President and Chief Financial
Officer

DATE: May 10, 2006

By /s/ Robin A. Kornmeyer
Robin A. Kornmeyer
Vice President and Controller