

BURKE ANDREW  
Form 4  
March 06, 2013

# FORM 4

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

OMB APPROVAL

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

## 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 \*  
BURKE ANDREW

(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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |
| Common Stock <u>(1)</u>         | 03/04/2013                           |  | A                              |   | 12 \$ 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                              |   | 2,933 <u>(4)</u> \$ 72.97   | D  |   |
| Common Stock <u>(5)</u>         | 03/05/2013                           |  | A                              |   | 13,500 \$ 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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(9-02)

**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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(6)</sup> | \$ 74.33   | 03/05/2013                           |  | A                              | 30,000  | <sup>(6)</sup> 03/04/2023                                | Common Stock  | 30,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BURKE ANDREW<br>C/O BUNGE LTD., 50 MAIN STREET<br>6TH FLOOR<br>WHITE PLAINS,, NY 10606 |               |           | Chief Financial Officer |       |

## Signatures

/s/ John Tropeano,  
Attorney-in-Fact  
Date: 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 2009 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.

Represents an award of restricted stock units. One restricted stock unit is convertible into one share of BG common stock and vests in two

- (5) installments beginning on March 5, 2014, provided that the second installment will vest subject to the completion of the sale of the Brazilian Fertilizer retail business on or before such vesting date.

- (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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