

Ingredient Inc
Form 4
May 10, 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 *
HUNTER KIMBERLY A

(Last) (First) (Middle)

5 WESTBROOK CORPORATE CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ingredient Inc [INGR]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2013

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)
Corporate Treasurer

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	(D)	Price
Common Stock	05/08/2013		M		1,800	A	\$ 34.36
Common Stock	05/08/2013		M		7,700	A	\$ 25.58
Common Stock	05/08/2013		M		5,800	A	\$ 28.75
Common Stock	05/08/2013		M		1,933	A	\$ 47.95
Common Stock	05/08/2013		M		900	A	\$ 55.95

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Common Stock	05/08/2013	S	18,133	D	\$ 70.5819 (1)	15,048.6868 (2)	D	
Common Stock						14.827	I	By 401(k) Plan

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 (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
Employee Stock Options (Right to Buy)	\$ 34.36	05/08/2013		M	1,800	(3) 01/28/2018	Common Stock	1,800
Employee Stock Options (Right to Buy)	\$ 25.58	05/08/2013		M	7,700	(4) 01/26/2019	Common Stock	7,700
Employee Stock Options (Right to Buy)	\$ 28.75	05/08/2013		M	5,800	(5) 01/25/2020	Common Stock	5,800
Employee Stock Options (Right to Buy)	\$ 47.95	05/08/2013		M	1,933	(6) 02/07/2021	Common Stock	1,933

Employee Stock Options (Right to Buy)	\$ 55.95	05/08/2013	M	900	(7)	02/06/2022	Common Stock	900
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER KIMBERLY A 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Corporate Treasurer	

Signatures

Christine M. Castellano, Attorney-in-Fact	05/10/2013
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__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).

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.53 to \$70.66, inclusive. The reporting person undertakes to provide Ingredient Incorporated, any security holder of Ingredient Incorporated or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the immediately preceding sentence.
- (1) Includes restricted stock units acquired through deemed dividend reinvestment.
 - (2) These options vested in three equal annual installments on January 29, 2009, 2010 and 2011.
 - (3) These options vested in three equal annual installments on January 27, 2010, 2011 and 2012.
 - (4) These options vested in three equal annual installments on January 26, 2011, 2012 and 2013.
 - (5) 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.
 - (6) 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.
 - (7)

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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