

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2005

or

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-13397

A. Corn Products International, Inc. Retirement Savings Plan  
(Full title of the plan)

B. Corn Products International, Inc., 5 Westbrook Corporate Center, Westchester, Illinois 60154.  
(Name of issuer of the securities held pursuant to the plan and the address of its  
principal executive office)

REQUIRED INFORMATION

The following financial statements are furnished for the Plan and are filed herewith in paper under Rule 101(b)(3) of Regulation S-T:

1. Consent of Independent Registered Public Accounting Firm.
2. Report of Independent Registered Public Accounting Firm.
3. Statement of Net Assets Available for Plan Benefits as of December 31, 2005 and December, 31 2004.
4. Statement of Changes in Net Assets Available for Plan Benefits for the fiscal year ended December 31, 2005.
5. Notes to Plan Financial Statements.
6. Supplemental Schedule.

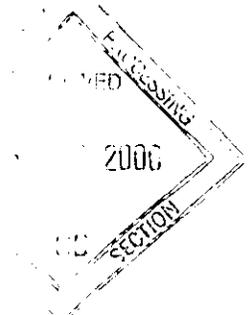


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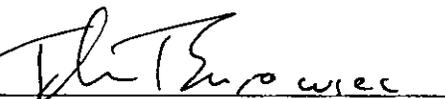


## SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefits plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Corn Products International, Inc.  
Retirement Savings Plan**

Date: June 29, 2006

By: 

Name: John Surowiec  
Title: Plan Administrator

**CORN PRODUCTS INTERNATIONAL, INC.  
RETIREMENT SAVINGS PLAN**

**CORN PRODUCTS INTERNATIONAL, INC.  
RETIREMENT SAVINGS PLAN**

Financial Statements and Supplemental Schedule

December 31, 2005 and 2004

(With Report of Independent Registered Public Accounting Firm Thereon)

**CORN PRODUCTS INTERNATIONAL, INC.  
RETIREMENT SAVINGS PLAN**

**Table of Contents**

	<b>Page(s)</b>
Report of Independent Registered Public Accounting Firm	1
Financial Statements:	
Statements of Net Assets Available for Benefits, December 31, 2005 and 2004	2
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2005	3
Notes to Financial Statements	4 - 9
<b>Supplemental Schedule</b>	
1    Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) as of December 31, 2005	10



**Report of Independent Registered Public Accounting Firm**

To Participants and Administrator of the Corn Products International, Inc. Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Corn Products International, Inc. Retirement Savings Plan (the "Plan") as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

**KPMG LLP**

Chicago, Illinois  
June 26, 2006

Corn Products International, Inc.  
Retirement Savings Plan

**Statements of Net Assets Available for Benefits**  
**December 31, 2005 and 2004**

	<u>2005</u>	<u>2004</u>
Investments -- at fair value:		
Fidelity Magellan Fund	\$ 12,144,448	\$ 13,358,994
Fidelity Contrafund	17,822,757	13,901,706
Fidelity Investment Grade Bond Fund	2,849,172	2,740,578
Fidelity Growth & Income Portfolio	11,969,161	13,181,115
Fidelity Overseas Fund	7,805,803	6,460,006
Fidelity Asset Manager	3,443,912	3,542,540
Fidelity Low Priced Stock Fund	12,046,603	11,440,294
Fidelity Small Capital Stock Fund	574,855	-
Fidelity Freedom Income Fund	101,082	-
Fidelity Freedom 2000 Fund	141,038	-
Fidelity Freedom 2010 Fund	321,226	-
Fidelity Freedom 2020 Fund	1,273,811	-
Fidelity Freedom 2030 Fund	305,903	-
Fidelity Managed Income Portfolio II	25,597,227	26,746,714
Spartan U.S. Equity Index Fund	11,030,928	10,619,997
Fidelity Freedom 2040 Fund	619,150	-
Corn Products Stock Fund	14,186,456	16,204,564
Participants' loans	1,867,716	1,800,729
	<u>                    </u>	<u>                    </u>
Net assets available for plan benefits	\$ <u>124,101,248</u>	\$ <u>119,997,237</u>

See accompanying notes to financial statements.

Corn Products International, Inc.  
Retirement Savings Plan

**Statement of Changes in Net Assets Available for Benefits**  
**Year ended December 31, 2005**

Additions to net assets attributed to:

Contributions:	
Employer	\$ 2,151,699
Participants	<u>4,203,721</u>
Total contributions	<u>6,355,420</u>
Investment income:	
Dividends and interest	4,847,934
Net appreciation in fair value of investments	<u>1,247,283</u>
Total investment income	<u>6,095,217</u>
Transfers between Corn Products' retirement savings plans	53,766
Total additions	<u>12,504,403</u>

Deductions from net assets attributed to:

Distributions to participants, net of forfeitures	8,398,204
Administrative expenses	2,188
Total deductions	<u>8,400,392</u>
Net increase	4,104,011
Net assets available for benefits, beginning of year	<u>119,997,237</u>
Net assets available for benefits, end of year	<u>\$ 124,101,248</u>

See accompanying notes to financial statements.

## Notes to Financial Statements

### 1. Description of Plan

#### General

The following brief description of the Corn Products International, Inc. Retirement Savings Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the plan agreement or the summary plan description for more complete information. The Plan is a defined contribution plan for the salaried employees of Corn Products International, Inc. (the "Company") in the United States. The Plan allows employees to set aside part of their compensation for retirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company was established to assume the operations of the corn refining business of Bestfoods, formerly CPC International Inc. (CPC or Bestfoods), and to effect the spin-off of the Company through the distribution of shares to the stockholders of Bestfoods. The Company maintains the Plan for the benefit of its eligible salaried employees and those eligible salaried employees of its affiliates who adopt the Plan. The Plan was created primarily through a spin-off of plan assets and liabilities from the CPC International Inc. Retirement Savings Plan for Salaried Employees (the "Prior Plan"). Bestfoods transferred assets of the Prior Plan representing units standing to the credit of Corn Products' employees to the trustee of the Plan. This Plan assumed and covenants to fully perform, pay, and discharge all obligations and liabilities of the Prior Plan to those Prior Plan participants whose Prior Plan accrued benefit was received by this Plan.

The Fidelity Management Trust Company (the "Trustee") holds the Plan's investments and executes investment transactions through the trust established pursuant to the Plan.

#### Contributions

Participants may contribute between 1% and 16% of their gross annual compensation on a before-tax basis, after-tax basis or combination of both, subject to the limits imposed by the Internal Revenue Code (\$14,000 for 2005). The Plan also permits participants to make rollover contributions in accordance with the Internal Revenue Code. At the direction of participants, contributions are invested by the Trustee into the funds the participant has elected.

The Company makes a matching contribution to the Plan of an amount equal to 100% of the first 6% of salary that the employee has elected to contribute. In addition, the Company makes a service award contribution on behalf of each participant who has completed a specified number of years of service. Service award contributions are earned for each five year period of completed service, and are equal to the number of years of completed service times the Company's average stock trading price during the period. Also, the Company may elect to make an additional Profit Sharing Contribution on behalf of its eligible employees. Company contributions are 100% vested after three years of service. Service award contributions are always fully vested.

#### Participant Accounts

Individual account balances are maintained for each participant. Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants have a fully vested interest in all contributions made by them, and in the Plan's earnings/losses on those contributions at all times.

## Notes to Financial Statements, continued

### 1. Description of Plan (continued)

#### Participant Loans

Participants are permitted to obtain loans from their plan accounts while employed by the Company. In general, the amount of the loan may not exceed the lesser of \$50,000 reduced by the highest outstanding loan balance in a participant's vested account during the prior 12-month period, or 50% of their vested account balance. The minimum loan amount is \$1,000. Loan transactions are treated as a transfer between the investment funds and the loan fund. The loans bear a rate of interest equal to the prime rate as published in the Wall Street Journal at the time of the request plus one percent. Loans are repaid through monthly payroll deductions and repayments are reinvested into the participant's account according to the current investment election.

#### Payment of Benefits

Upon retirement, death or termination, the participant's benefit will be paid in a lump sum. Under certain circumstances, participants may withdraw their before-tax contributions during their employment with the Company. Withdrawals may be made in the event of financial hardship, as defined in the Plan, or after attainment of age 59 ½.

#### Administrative Expenses

Generally, fees of the trustee and any other administrative expenses are paid by the Company.

### 2. Summary of Significant Accounting Policies

#### Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

#### Risks and Uncertainties

The Plan allows participants to direct the investment of their account balances in a number of funds which invest in stocks, bonds, mutual funds, and other investment securities. The values of certain investment securities are exposed to risks from a variety of factors, such as changes in interest rates, fluctuations in market conditions and changes in the credit standing of issuers of investment securities. The level of risk associated with certain investment securities and uncertainty related to changes in value of these securities could materially affect participant account balances and amounts reported in the financial statements and accompanying notes.

#### Investment Valuation

Investments held by the Plan are stated at quoted market value. Investments held in mutual funds, U.S. Government obligations, bonds and common stocks are valued at the quoted market price on December 31.

Participant loans receivable are valued at cost, which approximates fair value.

## Notes to Financial Statements, continued

### 2. Summary of Significant Accounting Policies, continued

#### **Investment Transactions and Investment Income**

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date and interest income is recorded as earned on an accrual basis.

The Plan's investment activities as presented in the statement of changes in net assets available for benefits include the net appreciation or depreciation in fair value of investments, which consists of the realized gains or losses on investment sales, and the unrealized appreciation or depreciation on investments held at year end.

#### **Payment of Benefits**

Benefits are recorded when paid.

### 3. Investments

The Plan has fifteen investment options offered by the Trustee, the significant features of which include the following:

#### **Fidelity Magellan Fund**

The Fidelity Magellan Fund is a diversified growth mutual fund. It seeks capital appreciation by investing primarily in common stock and securities convertible into common stock of domestic and foreign companies.

#### **Fidelity Contrafund**

The Fidelity Contrafund is a growth mutual fund. It seeks long-term capital appreciation by investing primarily in common stock and securities convertible into common stock.

#### **Fidelity Investment Grade Bond Fund**

The Fidelity Investment Grade Bond Fund is a fixed income mutual fund. It invests in investment grade debt securities.

#### **Fidelity Growth & Income Portfolio**

The Fidelity Growth & Income Portfolio is a growth and income mutual fund. It seeks long-term capital growth, current income, and growth by investing in equity securities (including common and preferred stocks), convertible securities, bonds, futures and options.

#### **Fidelity Overseas Fund**

The Fidelity Overseas Fund is a growth mutual fund that invests internationally. It seeks long-term growth of capital through investments in common stock, securities convertible to common stock and debt instruments of foreign businesses and governments.

#### **Fidelity Asset Manager**

Fidelity Asset Manager is an asset allocation mutual fund. It seeks to provide high total return with reduced risk over the long term through investment in all basic types of U.S. and foreign investments, including stocks, bonds, and short-term and money market instruments.

#### **Fidelity Low Priced Stock Fund**

The Fidelity Low Priced Stock Fund is a growth mutual fund. It seeks long-term capital appreciation through investment in primarily low-priced common stock and preferred stock.

## Notes to Financial Statements, continued

### 3. Investments, continued

#### **Fidelity Small Cap Stock Fund**

The Fidelity Small Cap Stock Fund is a growth or value (or both) mutual fund that invests in domestic and foreign issuers. It seeks long-term growth of capital through investment in common stock of companies with small market capitalization (those with market capitalization similar to companies in the Russell 2000 Index or the S&P SmallCap 600).

#### **Fidelity Freedom 2010 Fund**

The Fidelity Freedom 2010 Fund is an asset allocation mutual fund. It seeks to provide high total returns for those planning to retire around 2010 through investment in mutual stock funds and bond mutual funds. The mix of underlying funds will gradually become more conservative over time.

#### **Fidelity Freedom 2020 Fund**

The Fidelity Freedom 2020 Fund is an asset allocation mutual fund. It seeks to provide high total returns for those planning to retire around 2020 through investment in mutual stock funds and bond mutual funds. The mix of underlying funds will gradually become more conservative over time.

#### **Fidelity Freedom 2030 Fund**

The Fidelity Freedom 2030 Fund is an asset allocation mutual fund. It seeks to provide high total returns for those planning to retire around 2030 through investment in mutual stock funds and bond mutual funds. The mix of underlying funds will gradually become more conservative over time.

#### **Fidelity Freedom 2040 Fund**

The Fidelity Freedom 2040 Fund is an asset allocation mutual fund. It seeks to provide high total returns for those planning to retire around 2040 through investment in mutual stock funds and bond mutual funds. The mix of underlying funds will gradually become more conservative over time.

#### **Fidelity Freedom Income Fund**

The Fidelity Freedom Income Fund is an asset allocation mutual fund. It seeks to provide high current income and, as a secondary objective, capital appreciation. It invests in equity, fixed-income and money market funds and allocates its assets among these funds according to a stable asset allocation strategy designed for investors already in retirement.

#### **Fidelity Freedom 2000 Fund**

The Fidelity Freedom 2000 Fund is an asset allocation mutual fund. It invests in equity, fixed-income and money market funds. Having met its target date, it will continue to become more conservative for 5-10 years, until the asset mix is approximately the same as that of the Freedom Income Fund. Ultimately, the funds will merge. The fund is targeted to investors expected to retire around the year 2000.

#### **Fidelity Managed Income Portfolio II**

The Fidelity Managed Income Portfolio II is a stable value fund. It seeks to provide preservation of capital and a competitive level of income over time through the purchase of contracts issued by insurance carriers and banks.

#### **Spartan U.S. Equity Index Fund**

The Spartan U.S. Equity Fund is a growth and income mutual fund. It seeks to match the total return of the Standard & Poor's 500 Index (S&P 500) through investing primarily in the 500 companies that make up the S&P 500 and in other securities that are based on the value of the index.

**Notes to Financial Statements, continued**

**3. Investments, continued**

**Corn Products Stock Fund**

The fund maintains investments primarily in the common stock of the Company.

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 31, 2005 and 2004 are as follows:

	<u>2005</u>	<u>2004</u>
Fidelity Magellan Fund	\$ 12,144,448	\$ 13,358,994
Fidelity Contrafund	17,822,757	13,901,706
Fidelity Growth & Income Portfolio	11,969,161	13,181,115
Fidelity Overseas Fund	7,805,803	6,460,006
Fidelity Low Priced Stock Fund	12,046,603	11,440,294
Fidelity Managed Income Portfolio II	25,597,227	26,746,714
Spartan U.S. Equity Index Fund	11,030,928	10,619,997
Corn Products Stock Fund	<u>14,186,456</u>	<u>16,204,564</u>

During 2005, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

Fidelity Magellan Fund	\$ 270,381
Fidelity Contrafund	2,084,807
Fidelity Investment Grade Bond Fund	(60,684)
Fidelity Growth & Income Portfolio	(1,249,034)
Fidelity Overseas Fund	1,072,392
Fidelity Asset Manager Fund	(35,215)
Fidelity Low Priced Stock Fund	151,217
Fidelity Small Capital Stock Fund	6,629
Fidelity Freedom Income Fund	34
Fidelity Freedom 2000 Fund	2,297
Fidelity Freedom 2010 Fund	9,950
Fidelity Freedom 2020 Fund	65,068
Fidelity Freedom 2030 Fund	9,897
Fidelity Managed Income Portfolio II	-
Spartan U.S. Equity Index Fund	338,652
Fidelity Freedom 2040 Fund	22,498
Corn Products Stock Fund	(1,441,606)
	<u>\$ 1,247,283</u>

**Notes to Financial Statements, continued**

**4. Related Party Transactions**

The Plan allows participants to invest their account balances in shares of certain mutual funds managed by Fidelity Investments. Fidelity Investments, an affiliate of Fidelity Management Trust Company, is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee were \$2,188 for the year ended December 31, 2005.

The Plan also allows participants to invest their account balances in a unit-based fund that invests exclusively in shares of Corn Products International, Inc. common stock. These transactions also qualify as party-in-interest transactions.

**5. Tax Status**

The Internal Revenue Service has determined and informed the Company by a letter issued October 21, 2003, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate section of the Internal Revenue Code "IRC". Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

**6. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will remain 100% vested in their accounts.

Corn Products International, Inc.  
Retirement Savings Plan

Schedule 1

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year)  
December 31, 2005

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current value
	Mutual Funds:		
*	Fidelity Magellan Fund	114,097 units	\$ 12,144,448
*	Fidelity Contrafund	275,212 units	17,822,757
*	Fidelity Investment Grade Bond Fund	386,590 units	2,849,172
*	Fidelity Growth & Income Portfolio	347,941 units	11,969,161
*	Fidelity Overseas Fund	187,594 units	7,805,803
*	Fidelity Asset Manager	214,574 units	3,443,912
*	Fidelity Low Priced Stock Fund	294,971 units	12,046,603
*	Fidelity Managed Income Portfolio II	25,597,227 units	25,597,227
*	Spartan U.S. Equity Index Fund	249,795 units	11,030,928
*	Fidelity Small Cap Stock Fund	31,413 units	574,855
*	Fidelity Freedom Income Fund	8,890 units	101,082
*	Fidelity Freedom Income 2000	11,551 units	141,038
*	Fidelity Freedom Income 2010	22,863 units	321,226
*	Fidelity Freedom Income 2020	86,595 units	1,273,811
*	Fidelity Freedom Income 2030	20,366 units	305,903
*	Fidelity Freedom Income 2040	70,119 units	619,150
	Common stock -		
*	Corn Products Stock Fund	1,265,518 units	\$ <u>14,186,456</u>
			<u>122,233,532</u>
*	Participant loans	Loans bearing interest at rates ranging from 5.00% to 10.5%, and maturing from 2006 to 2019	\$ <u>1,867,716</u>

\* - denotes a party-in-interest to the Plan

See accompanying report of Independent Registered Public Accounting Firm.



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Corn Products International, Inc.:

We consent to the incorporation by reference in the Registration Statement (Nos. 333-43479, 333-43525, 333-717573, 333-75844, 333-31000 and 333-105600) on Form S-8 of Corn Products International, Inc. of our report dated June 26, 2006, relating to the statements of net assets available for benefits of the Corn Products International, Inc. Retirement Savings Plan as of December 31, 2005 and 2004, the related statement of changes in net assets available for benefits for the year ended December 31, 2005 and the supplemental schedule as of December 31, 2005, which report appears in this December 31, 2005 Annual Report on Form 11-K of Corn Products International, Inc. Retirement Savings Plan.

**KPMG LLP**

Chicago, Illinois  
June 28, 2006