

WEISSER ALBERTO
Form 4
March 04, 2011

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 *
WEISSER ALBERTO

(Last) (First) (Middle)

C/O BUNGE LTD., 50 MAIN STREET

(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)
03/02/2011

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)
CEO - Bunge Ltd.

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 03/02/2011 | | A | | 20,160 | A | \$ 0 | 20,162 | D | |
| Common Stock ⁽²⁾ | 03/02/2011 | | A | | 839 | A | \$ 0 | 21,001 | D | |
| Common Stock | 03/02/2011 | | F | | 8,319 ⁽³⁾ | D | \$ 71.2 | 12,682 | D | |
| Common Stock | | | | | | | | 10,462 | I | By Weisser Family Trust ⁽⁴⁾ |
| | | | | | | | | 10,462 | I | |

| | | | | | | | |
|-----------------|--|--|--|---------|---|--|---|
| Common Stock | | | | | | | By Weisser Family Trust <u>(4)</u> |
| Common Stock | | | | 214,216 | I | | By GRAT <u>(5)</u> |

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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Date | Title | |
| Stock Option (Right to Buy) <u>(6)</u> | \$ 71.2 | 03/02/2011 | | A | 162,000 | <u>(6)</u> 03/02/2021 | Common Stock | 162,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISSER ALBERTO C/O BUNGE LTD., 50 MAIN STREET WHITE PLAINS,, NY 10606 | X | | CEO - Bunge Ltd. | |

Signatures

/s/ John Tropeano,
Attorney-in-Fact
Date: 03/04/2011

**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)

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Represents common shares received on March 2, 2011 in settlement of performance-based restricted stock units ("PBRsUs") granted under the Bunge Limited Equity Incentive Plan.

- (2) Represents common shares received on March 2, 2011 pursuant to a dividend reinvestment feature of the PBRsUs under the Bunge Limited Equity Incentive Plan.
- (3) Withholding of common stock pursuant to the terms of the Bunge Limited Equity Incentive Plan for the purposes of the payment of tax liability incident to the vesting and settlement of PBRsUs.

- (4) The reporting person's spouse is the trustee of the family trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (5) Includes 32,659 common shares previously owned directly that were contributed to a GRAT on August 24, 2009; 12,875 common shares previously owned directly that were contributed to a GRAT on November 11, 2009; 135,612 common shares previously owned directly that were contributed to a GRAT on September 22, 2010 and 33,070 common shares previously owned directly that were contributed to a GRAT on December 10, 2010.

- (6) This option is exercisable in three equal installments beginning on March 2, 2012.

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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