

WEISSER ALBERTO

Form 4

March 06, 2013

FORM 4

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

OMB APPROVAL

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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)
03/04/2013

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)

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|------------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock ⁽¹⁾ | 03/04/2013 | | A | | 50,290 | A | \$ 0 | 193,164 | D | |
| Common Stock ⁽²⁾ | 03/04/2013 | | A | | 2,212 | A | \$ 0 | 195,376 | D | |
| Common Stock | 03/04/2013 | | F | | 29,570 ⁽³⁾ | D | \$ 72.97 | 165,806 | D | |
| Common Stock ⁽⁴⁾ | 03/05/2013 | | A | | 66,227 | A | \$ 0 | 232,033 | D | |
| Common Stock | | | | | | | | 19,394 | I | By GRAT ⁽⁵⁾ |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
**Signature of Reporting Person

03/06/2013
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 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.
- (2) 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.
- (3) 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.
- (4) Represents an award of restricted stock units. One restricted stock unit is convertible into one share of BG common stock and vests on December 31, 2013, subject to the determination of the Compensation Committee of the Board of Directors of BG that Mr. Weisser has

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satisfied certain performance and transition related goals.

- (5) On December 10, 2010, the reporting person contributed 33,070 common shares of BG to a grantor retained annuity trust. Pursuant to the terms of the trust, 13,676 of the shares were previously distributed to the reporting person. As of the date of this report, 19,394 shares are held under the trust.

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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