

Abbas Mohammed
Form 4/A
February 26, 2019

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 *
Abbas Mohammed

2. Issuer Name and Ticker or Trading Symbol
FRESH DEL MONTE PRODUCE INC [FDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. Middle East and N. Africa

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/25/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CORAL GABLES, FL 33114

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Ordinary Shares	02/22/2019 ⁽¹⁾		M	400 ⁽²⁾ A	\$ 0	4,410	D
Ordinary Shares	02/21/2019		M	609 ⁽²⁾ A	\$ 0	5,019	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. F. Deriv. Sec. (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	02/22/2019 ⁽¹⁾		A		2,000		<u>(3)</u>	<u>(4)</u>	Ordinary Shares	2,000
Restricted Stock Unit	\$ 0 ⁽³⁾	02/22/2019 ⁽¹⁾		M		400		<u>(3)</u>	<u>(4)</u>	Ordinary Shares	400
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/21/2019		M		609		<u>(5)</u>	<u>(4)</u>	Ordinary Shares	609

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abbas Mohammed C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114			V.P. Middle East and N. Africa	

Signatures

/s/ Marlene M. Gordon, Attorney-in-fact for Mohammad Abbas

02/26/2019

**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) Transaction Date reflects the date on which the notification to employee and conversion of the Restricted Stock Units (RSU) occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs and accompanying Dividend Equivalent Units (DEUs) listed in Table II.
 RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right
- (3) to receive one ordinary share of FDP. The RSUs will vest in five equalannual installments on 2/20/2019, 2/20/2020, 2/20/2021, 2/20/2022 and 2/20/2023.

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(4) RSUs and DEUs do not have an expiration date.

RSUs granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a

(5) contingent right to receive one ordinary share of FDP. The RSUs will vest infive equal annual installments of which three are remaining on each of 2/21/2020, 2/21/2021 and 2/21/2022.

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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