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FRESH DEL MONTE PRODUCE INC

Form 4

August 08, 2013

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * ABU-GHAZALEH MOHAMMAD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

3. Date of Earliest Transaction

X__ 10% Owner X_ Officer (give title _ Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Month/Day/Year) 08/06/2013

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

(First)

(Middle)

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Chairman and CEO

Applicable Line)

X Director

X Form filed by One Reporting Person Form filed by More than One Reporting

CORAL GABLES, FL 33114

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative Sec	urities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A open Disposed of (Instr. 3, 4 and (A open Amount)	f (D) 1 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)
Ordinary Shares	08/06/2013		M	70,512 A		5,380,967	D	
Ordinary Shares	08/06/2013		S	70,512 D	\$ 29.5874 (1)	5,310,455	D	
Ordinary Shares	08/07/2013		M	32,132 A	\$ 23.965	5,342,587	D	
Ordinary Shares	08/07/2013		S	32,132 D	\$ 29.5393 (1)	5,310,455	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Options (Right to Buy) (2)	\$ 23.965	08/06/2013		M	70,512	(3)	05/02/2017	Ordinary Shares	70,512
Employee Options (Right to Buy) (2)	\$ 23.965	08/07/2013		M	32,132	<u>(3)</u>	05/02/2017	Ordinary Shares	32,132

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ABU-GHAZALEH MOHAMMAD C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222	X	X	Chairman and CEO			
CORAL GABLES, FL 33114						

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Mohammad
Abu-Ghazaleh

08/08/2013

**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) This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$29.46 to \$29.72. Mr. Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte

Reporting Owners 2

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Produce Inc., complete information regarding the number of shares sold at each price within the range.

- (2) Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.
- (3) The option is currently exercisable with respect to all underlying shares.

Remarks:

The reporting person is a party to that certain Amendment No. 2 to Amended and Restated Voting Agreement which has been Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.