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FRESH DEL MONTE PRODUCE INC

Form 4

August 12, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

(Last)

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

(Check all applicable)

INC [FDP]

(Middle)

3. Date of Earliest Transaction

X Director X__ 10% Owner __Other (specify X_ Officer (give title

(Month/Day/Year)

08/08/2013

Chairman and CEO

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

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (1	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	08/08/2013		M	3,579	A	\$ 23.965	5,314,034	D		
Ordinary Shares	08/08/2013		M	32,200	A	\$ 23.815	5,346,234	D		
Ordinary Shares	08/08/2013		S	35,779	D	\$ 29.5269 (1)	5,310,455	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Options (Right to Buy) (2)	\$ 23.965	08/08/2013		M		3,579	(3)	05/02/2017	Ordinary Shares	3,579
Employee Options (Right to Buy) (2)	\$ 23.815	08/08/2013		M		32,200	<u>(3)</u>	04/28/2014	Ordinary Shares	32,200

Reporting Owners

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

Signatures

/s/ Louie Tenazas, Attorney-in-fact for Mohammad
Abu-Ghazaleh

08/12/2013

**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).
 - This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$29.46 to \$29.65. Mr.
- (1) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte 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.

Reporting Owners 2

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(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.