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FRESH DEL MONTE PRODUCE INC

Form 4

September 05, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Tenazas Marissa R

Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

2. Issuer Name and Ticker or Trading

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 09/03/2013

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

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify

below)

SVP Corporate Human Resources

6. Individual or Joint/Group Filing(Check

Applicable Line)

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 oror Dispos (Instr. 3,	sed of	` '	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	09/03/2013		M	17,449	A	\$ 23.76	17,449	D		
Ordinary Shares	09/03/2013		S	17,449	D	\$ 29.7697 (1)	0	D		
Ordinary Shares	09/04/2013		M	134	A	\$ 23.76	134	D		
Ordinary Shares	09/04/2013		S	134	D	\$ 29.76	0	D		

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

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (a or Disposed (D) (Instr. 3, 4, and 5)	A) d of	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 Stock Options (Right to Buy)	\$ 23.76	09/03/2013		M	17,4	149	<u>(2)</u>	08/03/2021	Ordinary Shares	17,449
Employee Stock Options (Right to Buy)	\$ 23.76	09/04/2013		M	13	4	(2)	08/03/2021	Ordinary Shares	134

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tenazas Marissa R			SVP				
C/O FRESH DEL MONTE PRODUCE INC.			Corporate				
P.O. BOX 149222			Human				
CORAL GABLES, FL 33114			Resources				
Signatures							

Signatures

Richard Contreras, Attorney-in-fact for Marissa R.

Tenazas 09/05/2013

> Date **Signature of Reporting Person

Reporting Owners 2

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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 \$29.76 to \$29.85. Mrs.
- (1) Tenazas 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) The option is currently exercisable with respect to 20,010 shares. The option will become exercisable with respect to an additional 8,000 shares on each 8/3/2014 and 8/3/2015.

Remarks:

Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.

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.