

FRESH DEL MONTE PRODUCE INC
 Form 4
 March 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 ABU-GHAZALEH MOHAMMAD

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)
 02/19/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

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

(Street)

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

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)		
			Code	V	Amount or Price				
Ordinary Shares	02/19/2015		M		10,000 <u>(1)</u>	A	<u>(1)</u> <u>(2)</u>	5,389,668	D
Ordinary Shares	03/02/2015		M		34,190	A	<u>(3)</u>	5,423,858	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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- (4) Transaction date reflects the date on which the conversion of the RSUs, which vested on February 18, 2015, occurred.
- (5) RSUs/PSUs and associated Dividend Equivalent Units (DEUs) do not have an expiration date.

Each DEU represents a contingent right to receive one ordinary share of FDP. DEUs are subject to meeting minimum performance

- (6) criteria set by the Compensation Committee of the Board of Directors of FDP. Such criteria has been met and 857 of these DEUs are fully vested. The Reporting Person elected to defer settlement of such DEUs. Settlement occurred on the transaction date indicated in Table II.

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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