

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 March 03, 2015

**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 \*  
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares	02/19/2015		M		10,000 <u>(1)</u>	A	<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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 (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 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)
Restricted Stock Units	\$ 33.44	02/19/2015 <sup>(4)</sup>		M	10,000	<sup>(2)</sup> <sup>(5)</sup>	Ordinary Shares 10,000
Performance Stock Units <sup>(3)</sup>	<sup>(3)</sup>	03/02/2015		M	33,333	<sup>(3)</sup> <sup>(5)</sup>	Ordinary Shares 33,333
Dividend Equivalent Units <sup>(6)</sup>	<sup>(6)</sup>	03/02/2015		M	857	<sup>(6)</sup> <sup>(5)</sup>	Ordinary Shares 857

## 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 CORAL GABLES, FL 33114	X	X	Chairman and CEO	

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Mohammad Abu-Ghazaleh  
03/03/2015  
\*\*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) Represents the number of ordinary shares that were acquired in connection with the settlement of the Restricted Stock Units (RSUs) listed in Table II.
- (2) Each RSU represents a contingent right to receive one ordinary share of FDP. The remaining RSUs will vest in four equal annual installments on each of 2/18/2016 and 2/18/2017, 2/18/2018 and 2/18/2019.
- (3) Each Performance Stock Unit (PSU) represents a contingent right to receive one ordinary share of FDP. PSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP. Such criteria has been met and 33,333 of these PSUs are fully vested. The Reporting Person elected to defer settlement of such PSUs. Settlement occurred on the transaction date indicated in Table II.

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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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