

FRESH DEL MONTE PRODUCE INC

Form 4

May 10, 2016

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)
05/06/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Ordinary Shares	05/06/2016		M		4,902 A \$ 22.46	5,452,289	D
Ordinary Shares	05/06/2016		M		32,200 A \$ 26.52	5,484,489	D
Ordinary Shares	05/06/2016		M		11,578 A \$ 28.89	5,496,067	D
Ordinary Shares	05/06/2016		A		71,411 D \$ 47.74	5,424,656	D
					(1)	20,000	I

Ordinary
SharesHeld by
Spouse

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 22.46	05/06/2016		M	4,902	<u>(2)</u> 02/28/2022	Ordinary Shares	4,902	
Employee Stock Options (Right to Buy)	\$ 26.52	05/06/2016		M	32,200	<u>(3)</u> 02/20/2023	Ordinary Shares	32,200	
Employee Stock Options (Right to Buy)	\$ 28.89	05/06/2016		M	11,578	<u>(4)</u> 04/30/2024	Ordinary Shares	11,578	

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

05/10/2016

__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. Mr. 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.

(2) The option is currently exercisable with respect to all shares.

(3) The option is currently exercisable with respect to 32,200 shares and will become exercisable with respect to another 32,200 shares on 2/20/2017.

(4) The option is currently exercisable with respect to 32,200 shares and will become exercisable with respect to an additional 32,200 shares on each of 4/30/2017, 4/30/2018.

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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