## Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

FRESH DEL MONTE PRODUCE INC Form 4 December 13, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ABU-GHAZALEH MOHAMMAD Issuer Symbol FRESH DEL MONTE PRODUCE (Check all applicable) INC [FDP] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X 10% Owner X\_Officer (give title \_ Other (specify (Month/Day/Year) below) below) C/O FRESH DEL MONTE 12/09/2016 Chairman and CEO PRODUCE INC., P.O. BOX 149222 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CORAL GABLES, FL 33114 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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)required to respond unless the form

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof	Expiration Date	Underlying Securities	Deriv

number.

displays a currently valid OMB control

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Acquired (A) or Disposed of (D) (Instr. 3, 4,		(Instr. 3 and 4)		Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units <sup>(1)</sup>	\$ 61.09	12/09/2016		А		399 (2)		<u>(1)</u>	(3)	Ordinary Shares	162,561 <u>(4)</u>	\$

## **Reporting Owners**

Reporting Owner Name / Address		R					
	Director	10% Owner	Officer	Other			
ABU-GHAZALEH MOHAMMAD C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	Х	Х	Chairman and CEO				
Signatures							
/s/ Bruce Jordan, Attorney-in-fact for Mohamr Abu-Ghazaleh	nad		12/13/2016				
**Signature of Reporting Person			Date				
Explanation of Posponsos							

## 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).

Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. DEUs are subject to vesting and/or performance criteria based on the

(1) underlying Restricted Stock Units (RSUs) and / or Performance Stock Units (PSUs). Certain DEUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP.

Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs and / or PSUs granted to the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to

- (2) If SOS granted to the Reporting refson. Dividend equivalents are accrued at the same rate and at the same time as dividends are part to Ordinary Shareholders. Dividend equivalents on RSUs and / or PSUs are subject to the same restrictions and vesting conditions as the underlying RSUs and / or PSUs.
- (3) DEUs do not have an expiration date.
- (4) All of these securities are RSUs and / or PSUs, including associated DEUs, which have not yet vested.

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.