

ABU-GHAZALEH MOHAMMAD

Form 4

February 25, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
02/20/2019

☐ 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 (1)	(A) or (D)	Price \$ 0 (1) (2)
Ordinary Shares	02/20/2019		M		10,000 (1)	A	5,246,922 (1) (2)
Ordinary Shares	02/21/2019		M		10,153 (1)	A	\$ 0 (1) (3)
Ordinary Shares	02/22/2019		M		10,275 (1)	A	\$ 0 (1) (4)
Ordinary					20,000	I	Held by

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Shares

Spouse

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. 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
Restricted Stock Unit	\$ 27.71	02/20/2019		A		50,000		(2)	(5)	Ordinary Shares	50,000
Restricted Stock Unit	\$ 27.71	02/20/2019		M		10,000		(2)	(5)	Ordinary Shares	10,000
Restricted Stock Units	\$ 27.99	02/21/2019		M		10,153		(3)	(5)	Ordinary Shares	10,153
Restricted Stock Units	\$ 27.87	02/22/2019		M		10,275		(4)	(5)	Ordinary Shares	10,275

## 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/ Marlene M. Gordon, Attorney-in-fact for Mohammad  
Abu-Ghazaleh

02/22/2019

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) and accompanying Dividend Equivalent Units (DEUs) listed in Table II.

RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which four are remaining each of 2/20/2020, 2/20/2021, 2/20/2022 and 2/21/2023.

(3) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which three are remaining each of 2/20/2020, 2/20/2021 and 2/20/2022.

(4) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which two are remaining each of 2/20/2020, and 2/20/2021.

(5) RSUs, and/or DEUs do not have an expiration date.

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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