

Tesoriero Joseph S.
Form 4
November 23, 2011

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 *
Tesoriero Joseph S.

(Last) (First) (Middle)

C/O DOLE FOOD COMPANY,
INC., ONE DOLE DRIVE

(Street)

WESTLAKE VILLAGE, CA 91362

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOLE FOOD CO INC [DOLE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)		
Common Stock	11/21/2011		A		16,667 ⁽¹⁾	A	\$ 0 ⁽²⁾ 85,297 D
Common Stock	11/23/2011		A		2,000	A	\$ 8.205 ⁽³⁾ 87,297 ⁽⁴⁾ D
Common Stock							750 I See Footnote ⁽⁵⁾
Common Stock							750 I See Footnote ⁽⁶⁾

Common Stock	750	I	See Footnote (7)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Stock option (right to buy)	\$ 9.04	11/21/2011		A	V	100,000		(8)	11/21/2021	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tesoriero Joseph S.
C/O DOLE FOOD COMPANY, INC.
ONE DOLE DRIVE
WESTLAKE VILLAGE, CA 91362

EVP & CFO

Signatures

/s/ Jeffrey Conner,
attorney-in-fact

11/23/2011

**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) These shares of restricted stock vest in full on 11/21/2014.

(2) Granted as compensation for services.

(3)

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These 2,000 shares were purchased on 11/23/2011 at an average price of \$8.205 per share in the following transactions: 100 shares in one transaction at \$8.16 per share; 600 shares in four transactions at \$8.17 per share; 134 shares in two transactions at \$8.21 per share; 434 shares in four transactions at \$8.22 per share; and 732 shares in six transactions at \$8.23 per share.

- (4) Of these shares: (a) 16,667 are restricted and vest in full on 11/21/2014; (b) 16,667 are restricted and vest in full on 11/29/2013; and (c) 27,778 are restricted and vest in full on 10/28/2012.
- (5) As UGMA Custodian for eldest son's custodial account.
- (6) As UGMA Custodian for middle son's custodial account.
- (7) As UGMA Custodian for youngest son's custodial account.
- (8) The stock options vest in three equal annual installments commencing on 11/21/2014.

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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