

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 February 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**02/21/2017**

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)
Ordinary Shares	02/21/2017		M	(A) Amount 10,231 (1)	(D) Price (2) 5,311,549	D	
Ordinary Shares	02/22/2017		M	(A) Amount 10,000 (1)	(D) Price (3) 5,321,549	D	
Ordinary Shares					20,000	I	Held by 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)

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	\$ 33.44	02/21/2017 <sup>(4)</sup>		M		10,231	<u>(2)</u>	<u>(5)</u>	Ordinary Shares	10,231
Restricted Stock Unit	\$ 56.52	02/22/2017		A		50,000	<u>(3)</u>	<u>(5)</u>	Ordinary Shares	50,000
Restricted Stock Unit	\$ 56.52	02/22/2017		M		10,000	<u>(3)</u>	<u>(5)</u>	Ordinary Shares	10,000

## 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

02/23/2017

\_\_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) 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 will vest in two equal annual installments on each of 2/18/2018, and 2/18/2019.
- (3) 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 will vest in five equal annual installments on each of 2/22/2017, 2/22/2018, 2/22/2019, 2/22/2020, and 2/22/2021.

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- (4) Transaction date reflects the date on which conversion of the RSUs, which vested on 2/18/17, occurred.
- (5) RSUs and/or associated Dividend Equivalent Units (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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