

ABU GHAZALEH MAHER
Form 4
May 04, 2009

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 MAHER

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)
04/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities | | (Month/Day/Year) | | Securities (Instr. 3 and 4) | |
|---|---|-------------------------|--------------------|---|-------|---------------------|--------------------|--------------------------------|--|
| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Options (Right to Buy) | \$ 32.275 | 04/30/2009 | D ⁽²⁾ | | 6,250 | <u>(1)</u> | 07/29/2009 | Ordinary Shares | 6,250 |
| Director Stock Options (Right to Buy) | \$ 32.275 | 04/30/2009 | A ⁽²⁾ | 6,250 | | <u>(1)</u> | 04/30/2010 | Ordinary Shares | 6,250 |
| Director Stock Options (Right to Buy) | \$ 33.97 | 04/30/2009 | D ⁽³⁾ | | 6,250 | <u>(1)</u> | 07/29/2009 | Ordinary Shares | 6,250 |
| Director Stock Options (Right to Buy) | \$ 33.97 | 04/30/2009 | A ⁽³⁾ | 6,250 | | <u>(1)</u> | 04/30/2010 | Ordinary Shares | 6,250 |
| Director Stock Options (Right to Buy) | \$ 19.83 | 04/30/2009 | D ⁽⁴⁾ | | 6,250 | <u>(1)</u> | 07/29/2009 | Ordinary Shares | 6,250 |
| Director Stock Options (Right to Buy) | \$ 19.83 | 04/30/2009 | A ⁽⁴⁾ | 6,250 | | <u>(1)</u> | 04/30/2010 | Ordinary Shares | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABU GHAZALEH MAHER C/O FRESH DEL MONTE PRODUCE INC. | X | X | | |

P.O. BOX 149222
CORAL GABLES, FL 33114

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Maher
Abu-Ghazaleh

05/04/2009

__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) The option is currently exercisable with respect to all underlying shares.

The reported transaction involved an amendment of outstanding options resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on 2/16/2005. The cancellation date of the options outstanding was extended from 7/29/2009 and now cancels on 4/30/2010.

(3) The reported transaction involved an amendment of outstanding options resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on 2/27/2008. The cancellation date of the options outstanding was extended from 7/29/2009 and now cancels on 4/30/2010.

(4) The reported transaction involved an amendment of outstanding options resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on 2/25/2009. The cancellation date of the options outstanding was extended from 7/29/2009 and now cancels on 4/30/2010.

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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