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FRESH DEL MONTE PRODUCE INC

Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Estimated average burden hours per response... 0.5

2005

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(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) C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222		Έ	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2015	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
CORAL GABLES, FL 33114				Form filed by More than One Reporting Person

(011)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4	4 and 5	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Ordinary Shares	02/19/2015		M	10,000 (1)	A	(1) (2)	5,389,668	D		
Ordinary Shares	03/02/2015		M	34,190	A	(3)	5,423,858	D		

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 orDerivative 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 Units	\$ 33.44	02/19/2015(4)		M	10,000	(2)	(5)	Ordinary Shares	10,000
Performance Stock Units	<u>(3)</u>	03/02/2015		M	33,333	(3)	(5)	Ordinary Shares	33,333
Dividend Equivalent Units (6)	<u>(6)</u>	03/02/2015		M	857	<u>(6)</u>	(5)	Ordinary Shares	857

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

**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.

03/03/2015

- (2) Each RSU represents a contingent right to receive one ordinary share of FDP. The remaining RSUs will vest in four equal annual installments on each of 2/18/2016 and 2/18/2017, 2/18/2018 and 2/18/2019.
- Each Performance Stock Unit (PSU) represents a contingent right to receive one ordinary share of FDP. PSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP. Such criteria has been met and 33,333 of these PSUs are fully vested. The Reporting Person elected to defer settlement of such PSUs. Settlement occurred on the transaction date indicated in Table II.

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- (4) Transaction date reflects the date on which the conversion of the RSUs, which vested on February 18, 2015, occurred.
- (5) RSUs/PSUs and associated Dividend Equivalent Units (DEUs) do not have an expiration date.
 - Each DEU represents a contingent right to receive one ordinary share of FDP. DEUs are subject to meeting minimum performance
- (6) criteria set by the Compensation Committee of the Board of Directors of FDP. Such criteria has been met and 857 of these DEUs are fully vested. The Reporting Person elected to defer settlement of such DEUs. Settlement ocurred on the transaction date indicated in Table II.

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.