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FRESH DEL MONTE PRODUCE INC

Form 4

February 22, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ABU-GHAZALEH MOHAMMAD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FRESH DEL MONTE PRODUCE

(Check all applicable)

INC [FDP]

3. Date of Earliest Transaction

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

Chairman and CEO

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/18/2016

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CORAL GABLES, FL 33114

(,)	()	Table	e I - Non-D	erivative S	ecurii	nes Acq	juirea, Disposea (of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Ordinary Shares	02/18/2016		M	10,126 (1)	A	<u>(1)</u> <u>(2)</u>	5,413,983	D	
Ordinary Shares	02/18/2016		M	0	A	\$0	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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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. Transactic Code (Instr. 8)	5. Number of or 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 Units	\$ 33.44	02/18/2016(3)		M		10,000	(2)	<u>(4)</u>	Ordinary Shares	10,000
Dividend Equivalent Units (5)	<u>(5)</u>	02/18/2016		M		126	<u>(5)</u>	<u>(4)</u>	Ordinary Shares	126

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	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

02/22/2016

De

**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) Each RSU represents a contingent right to receive one ordinary share of FDP. The remaining RSUs will vest in three equal annual installments on each of 2/18/2017, 2/18/2018, and 2/18/2019.
- (3) Transaction date reflects the date on which the conversion of the RSUs, which vested on February 18, 2016, occurred.
- (4) RSUs 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 (5) criteria set by the Compensation Committee of the Board of Directors of FDP. Such criteria has been met and 126 of these DEUs are fully

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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