ABU-GHAZALEH MOHAMMAD
Form 4/A
February 26, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
OMB Number: 3235-0287
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

CORAL GABLES, FL 33114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FRESH DEL MONTE PRODUCE INC [FDP]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

4. If Amendment, Date Original Filed(Month/Day/Year)
02/25/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Ordinary Shares	02/22/2019 (1)		M		10,000 (2)	A	$ 0 (2) (3)	5,246,922	D	
Ordinary Shares	02/21/2019		M		10,153 (2)	A	$ 0 (2) (4)	5,257,075	D	
Ordinary Shares	02/22/2019		M		10,275 (2)	A	$ 0 (2) (5)	5,267,350	D	
Ordinary								20,000	I	Held by

Shares 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. 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
Restricted Stock Units	$ 0 (3)	02/22/2019(1)		A		50,000		(3)	(6)	Ordinary Shares	50,000
Restricted Stock Units	$ 0 (3)	02/22/2019(1)		M			10,000	(3)	(6)	Ordinary Shares	10,000
Restricted Stock Units	$ 0 (4)	02/21/2019		M			10,153	(4)	(6)	Ordinary Shares	10,153
Restricted Stock Units	$ 0 (5)	02/22/2019		M			10,275	(5)	(6)	Ordinary Shares	10,275

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/ Marlene M. Gordon, Attorney-in-fact for Mohammad Abu-Ghazaleh	02/26/2019
**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) Transaction Date reflects the date on which the notification to employee and conversion of the Restricted Stock Units (RSU) occurred

(2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs and accompanying Dividend Equivalent Units (DEUs) listed in Table II.

(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 2/20/2019, 2/20/2020, 2/20/2021, 2/20/2022 and 2/20/2023.

(4) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which three are remaining each of 2/21/2020, 2/21/2021 and 2/21/2022.

(5) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a contingent right to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which two are remaining each of 2/22/2020, and 2/22/2021.

(6) RSUs, and/or 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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