### ABU GHAZALEH MAHER

Form 4

January 28, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ABU GHAZALEH MAHER

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

FRESH DEL MONTE PRODUCE

INC [FDP]

(Check all applicable)

(Last) (First) (Middle)

C/O FRESH DEL MONTE

PRODUCE INC., P.O. BOX 149222

3. Date of Earliest Transaction

(Month/Day/Year) 01/26/2009

\_X\_\_ Director Officer (give title

\_X\_\_ 10% Owner \_\_ Other (specify

(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 Form filed by More than One Reporting

#### 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Ordinary Shares (1)	01/26/2009		S	1,400	D	\$ 25	653,239	D	
Ordinary Shares (1)	01/27/2009		S	21,043	D	\$ 25	632,196	D	
Ordinary Shares (1)	01/27/2009		S	2,800	D	\$ 25.01	629,396	D	
Ordinary Shares (1)	01/27/2009		S	2,000	D	\$ 25.02	627,396	D	
Ordinary Shares (1)	01/27/2009		S	2,100	D	\$ 25.03	625,296	D	

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Ordinary Shares (1)	01/27/2009	S	1,300	D	\$ 25.04	623,996	D	
Ordinary Shares (1)	01/27/2009	S	900	D	\$ 25.05	623,096	D	
Ordinary Shares (1)	01/27/2009	S	900	D	\$ 25.06	622,196	D	
Ordinary Shares (1)	01/27/2009	S	800	D	\$ 25.07	621,396	D	
Ordinary Shares (1)	01/27/2009	S	1,100	D	\$ 25.08	620,296	D	
Ordinary Shares (1)	01/27/2009	S	900	D	\$ 25.09	619,396	D	
Ordinary Shares (1)	01/27/2009	S	2,600	D	\$ 25.1	616,796	D	
Ordinary Shares (1)	01/27/2009	S	1,000	D	\$ 25.11	615,796	D	
Ordinary Shares (1)	01/27/2009	S	1,400	D	\$ 25.12	614,396	D	
Ordinary Shares (1)	01/27/2009	S	500	D	\$ 25.13	613,896	D	
Ordinary Shares (1)	01/27/2009	S	300	D	\$ 25.14	613,596	D	
Ordinary Shares (1)	01/27/2009	S	500	D	\$ 25.15	613,096	D	
Ordinary Shares						16,998,924	I	Through IAT Group Inc.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Title Amount Date or

or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
	Director	10% Owner	Officer	Other		
ABU GHAZALEH MAHER C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X	X				

# **Signatures**

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

01/28/2009

\*\*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) Ordinary Share sales executed pursuant to a Rule 10b5-1 plan.
  - IAT Group Inc. directly owns 16,998,924 ordinary shares of Fresh Del Monte Produce Inc. IAT Group Inc. is owned by the members of the Abu-Ghazaleh family, including Maher Abu-Ghazaleh. Individually, no Abu-Ghazaleh family member owns a controlling interest in
- (2) IAT Group Inc. Nevertheless, because each of the IAT Group Inc. shareholders votes with the other family members, the Abu-Ghazaleh family jointly controls IAT Group Inc. As a result, each individual Abu-Ghazaleh family member may be deemed to beneficially own all of the ordinary shares directly owned by IAT Group Inc; however, each Abu-Ghazaleh family member disclaims beneficial ownership of such ordinary shares except to the extent of his or her pecuniary interest therein.

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.

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