### ABU-GHAZALEH MOHAMMAD

Form 4

March 18, 2013

# FORM 4

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

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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).

(Last)

(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

INC [FDP]

(Check all applicable)

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

(Middle)

03/14/2013

\_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

(First)

(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) Tak	ole I - Non-	-Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	sed of 4 and (A) or	` ′	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)
Ordinary Shares	03/14/2013		M	9,218	A	\$ 19.83	5,319,673	D	
Ordinary Shares	03/14/2013		S	9,218	D	\$ 27.5879	5,310,455	D	
Ordinary Shares	03/15/2013		M	27,382	A	\$ 19.83	5,337,837	D	
Ordinary Shares	03/15/2013		S	27,382	D	\$ 27.5801	5,310,455	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)	TransactionDerivative Code Securities		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	
Employee Options (Right to Buy) (3)	\$ 19.83	03/14/2013		M	9,218	<u>(4)</u>	02/25/2019	Ordinary Shares	9,218	
Employee Options (Right to Buy) (3)	\$ 19.83	03/15/2013		M	27,382	<u>(4)</u>	02/25/2019	Ordinary Shares	27,382	

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
	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
03/18/2013

\*\*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) This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.58 to \$27.63. Mr. Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte

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Produce Inc., complete information regarding the number of shares sold at each price within the range.

- This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.58 to \$27.59. Mr.
- (2) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.
- (3) Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.
- (4) The option is currently exercisable with respect to all underlying shares.

#### **Remarks:**

The reporting person is a party to that certain Amendment No. 2 to Amended and Restated Voting Agreement which has been 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.