

Zakharia Youssef
 Form 4
 May 09, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Zakharia Youssef

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 V.P. Middle East and N. Africa

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 14922
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/05/2011		M		3,000	A	\$ 15.775
Ordinary Shares	05/05/2011		M		9,000	A	\$ 22.25
Ordinary Shares	05/05/2011		M		16,000	A	\$ 21.72
Ordinary Shares	05/05/2011		S		28,000	D	\$ 27.0705
							<u>(1)</u>

Edgar Filing: Zakharia Youssef - Form 4

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. 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
Employee Options (Right to Buy) ⁽²⁾	\$ 15.775	05/05/2011		M	3,000	⁽³⁾ 08/14/2016		Ordinary Shares	3,000
Employee Options (Right to Buy) ⁽²⁾	\$ 22.25	05/05/2011		M	9,000	⁽⁴⁾ 07/30/2018		Ordinary Shares	9,000
Employee Options (Right to Buy) ⁽²⁾	\$ 21.72	05/05/2011		M	16,000	⁽⁵⁾ 07/31/2019		Ordinary Shares	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zakharia Youssef C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 14922 CORAL GABLES, FL 33114			V.P. Middle East and N. Africa	

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Youssef Zakharia 05/09/2011

 **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).

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.07 to \$27.09. Mr.

(1) Zakharia 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.

(2) Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.

(3) The option is currently exercisable with respect to 3,000 shares.

(4) The option is currently exercisable with respect to 9,000 shares and will become exercisable with respect to another 3,000 on each of 7/30/2011 and 7/30/2012.

(5) The option is currently exercisable with respect to 16,000 shares and will become exercisable with respect to another 8,000 on each of 7/31/2011, 7/31/2012 and 7/31/2013.

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.