

FRESH DEL MONTE PRODUCE INC
 Form 4
 May 08, 2014

FORM 4

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

OMB APPROVAL

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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)
 05/06/2014

___ 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	05/06/2014		M			6,000	A	\$ 22.25	6,000	D	
Ordinary Shares	05/06/2014		M			11,293	A	\$ 21.72	17,293	D	
Ordinary Shares	05/06/2014		S			17,293	D	\$ 28.6162 (1)	0	D	
Ordinary Shares	05/07/2014		M			12,707	D	\$ 21.72	12,707	D	
	05/07/2014		M			6,000	D	\$ 23.76	18,707	D	

Ordinary
Shares

Ordinary Shares	05/07/2014		M	6,000	D	\$ 24.29	24,707	D
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Ordinary Shares	05/07/2014		S	24,707	D	\$ 28.6004 <u>(1)</u>	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Options (Right to Buy)	\$ 22.25	05/06/2014		M	6,000	<u>(2)</u> 07/30/2018	Ordinary Shares	6,000	
Employee Options (Right to Buy)	\$ 21.72	05/06/2014		M	11,293	<u>(2)</u> 07/31/2019	Ordinary Shares	11,293	
Employee Options (Right to Buy)	\$ 21.72	05/07/2014		M	12,707	<u>(2)</u> 07/31/2019	Ordinary Shares	12,707	
Employee Options (Right to Buy)	\$ 23.76	05/07/2014		M	6,000	<u>(2)</u> 08/03/2021	Ordinary Shares	6,000	
Employee Options (Right to	\$ 24.29	05/07/2014		M	6,000	<u>(2)</u> 08/01/2022	Ordinary Shares	6,000	

Buy)

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 05/08/2014

__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 a price ranging from \$28.5 to \$28.81. Mr. Zakharia
- (1) will provide, upon request of the SEC staff, Fresh Del Monte Produce., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.
 - (2) The option is currently exercisable with respect to all underlying shares.

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.