

FRESH DEL MONTE PRODUCE INC

Form 4

February 23, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

02/19/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/19/2015		S	592 ⁽¹⁾ D ₍₂₎	\$ 34.138 0	D	
Ordinary Shares	02/19/2015		M	3,000 A	\$ 24.29 3,000	D	
Ordinary Shares	02/19/2015		M	2,000 A	\$ 23.76 5,000	D	
Ordinary Shares	02/19/2015		M	4,000 A	\$ 28.09 9,000	D	
Ordinary Shares	02/19/2015		S	9,000 D	\$ 33.9581 0	D	

(2)

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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 24.29	02/19/2015		M	3,000	<u>(3)</u> 08/01/2022	Ordinary Shares	3,000
Employee Stock Options (Right to Buy)	\$ 23.76	02/19/2015		M	2,000	<u>(4)</u> 08/03/2021	Ordinary Shares	2,000
Employee Stock Options (Right to Buy)	\$ 28.09	02/19/2015		M	4,000	<u>(5)</u> 07/31/2023	Ordinary Shares	4,000

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

02/23/2015

__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 Shares represent vested Restricted Stock Units awarded under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan.

This represents the weighted average sales price of the shares. The shares were sold at a price ranging from \$33.50 to \$34.19. Mr.
- (2) Zakharia 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.
- (3) The option is currently exercisable with respect to 3,000 shares and will become exercisable with respect to an additional 3,000 shares on each of 8/1/2015 and 8/1/2016.
- (4) The option is currently exercisable with respect to 2,000 shares and will become exercisable with respect to an additional 2,000 shares on 8/3/2015.
- (5) The option is currently exercisable with respect to 4,000 shares and will become exercisable with respect to an additional 2,000 shares on each of 7/31/2015, 7/31/2016 and 7/31/2017.

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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