

FRESH DEL MONTE PRODUCE INC

Form 4

May 10, 2016

**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 \*  
 ABU-GHAZALEH MOHAMMAD

(Last) (First) (Middle)

C/O FRESH DEL MONTE  
 PRODUCE INC., P.O. BOX 149222

(Street)

CORAL GABLES, FL 33114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FRESH DEL MONTE PRODUCE  
 INC [FDP]

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

05/06/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/06/2016		M		4,902	A	\$ 22.46
Ordinary Shares	05/06/2016		M		32,200	A	\$ 26.52
Ordinary Shares	05/06/2016		M		11,578	A	\$ 28.89
Ordinary Shares	05/06/2016		A		71,411	D	\$ 47.74
							(1)
					20,000	I	

Ordinary  
SharesHeld by  
Spouse

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 Stock Options (Right to Buy)	\$ 22.46	05/06/2016		M	4,902	<u>(2)</u> 02/28/2022	Ordinary Shares 4,902
Employee Stock Options (Right to Buy)	\$ 26.52	05/06/2016		M	32,200	<u>(3)</u> 02/20/2023	Ordinary Shares 32,200
Employee Stock Options (Right to Buy)	\$ 28.89	05/06/2016		M	11,578	<u>(4)</u> 04/30/2024	Ordinary Shares 11,578

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

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

05/10/2016

\_\_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. Mr. Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del

(1) Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc. complete information regarding the number of shares sold at each price.

(2) The option is currently exercisable with respect to all shares.

(3) The option is currently exercisable with respect to 32,200 shares and will become exercisable with respect to another 32,200 shares on 2/20/2017.

(4) The option is currently exercisable with respect to 32,200 shares and will become exercisable with respect to an additional 32,200 shares on each of 4/30/2017, 4/30/2018.

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.