

ABU GHAZALEH AMIR  
Form 4  
May 05, 2011

**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 \*  
ABU GHAZALEH AMIR

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2011

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

CORAL GABLES, FL 33114

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

(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 Indirect Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Ordinary Shares <sup>(1)</sup>	05/03/2011		S					\$ 27.3623
								3,821,877 <sup>(4)</sup>
								<sup>(2)</sup>
Ordinary Shares <sup>(1)</sup>	05/04/2011		S					\$ 27.2463
								3,781,317 <sup>(4)</sup>
								<sup>(3)</sup>

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

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number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABU GHAZALEH AMIR C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X			

## Signatures

/s/ Marissa (Louie) Tenazas, Attorney-in-fact for Amir  
Abu-Ghazaleh

05/05/2011

\_\_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).

(1) Share sales executed pursuant to a Rule 10b5-1 plan.

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.15 to \$27.84. 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.

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.15 to \$27.63. Mr.

(3) 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.

(4) Includes 8,687 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, 2,354 and 1,990 of these restricted shares fully vested on May 5, 2010 and January 3, 2011, respectively, and the remaining 4,343 restricted shares will vest upon the six-month anniversary of the date on which the recipient ceases to serve as a member of the Board of Directors.

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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