### ABU-GHAZALEH MOHAMMAD

Form 4 May 29, 2013

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ABU-GHAZALEH MOHAMMAD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FRESH DEL MONTE PRODUCE

CE (Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

\_X\_ Director \_X\_ 10% Owner \_X\_ Officer (give title \_\_\_\_ Other (specify

(Month/Day/Year)

INC [FDP]

05/24/2013

below)
Chairman and CEO

PRODUCE INC., P.O. BOX 149222

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

below)

CORAL GABLES, FL 33114

C/O FRESH DEL MONTE

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	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)
Ordinary Shares	05/24/2013		Code V M	Amount 32,550	(D)	Price \$ 20.13	5,343,005	D	
Ordinary Shares	05/24/2013		S	32,550	D	\$ 27.68 (1)	5,310,455	D	
Ordinary Shares	05/28/2013		M	2,979	A	\$ 20.13	5,313,434	D	
Ordinary Shares	05/28/2013		S	2,979	D	\$ 27.75	5,310,455	D	

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 20.13	05/24/2013		M	32,550	<u>(3)</u>	03/03/2020	Ordinary Shares	32,550
Employee Options (Right to Buy) (2)	\$ 20.13	05/28/2013		M	2,979	(3)	03/03/2020	Ordinary Shares	2,979

# **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
05/29/2013

\*\*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) This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.68 to \$27.72. Mr. Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte

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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 35,529. The option will become exercisable with respect to an additional 32,200 shares on 3/3/2014.

### **Remarks:**

The reporting person is a party to that certain Amendment No. 2 to Amended and Restated Voting Agreement which has been 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.