## Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

FRESH DE Form 4 June 03, 20	L MONTE PROE	DUCE INC	2								
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FORM	UNITED	STATES		RITIES A				COMMISSIO	N OMB Number:	3235-0	0287
Check t if no lor	ngar								Expires:	January	-
subject Section Form 4	to SIATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES								2005 average urs per 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 ABU-GHA		2. Issuer Name <b>and</b> Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer				
		FRESH DEL MONTE PRODUCE INC [FDP]				DUCE	(Check all applicable)				
(Last) C/O FRES	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2014			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO							
PRODUCE	E INC., P.O. BOX	149222						Ch		,	
	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					
CORAL G	ABLES, FL 3311	4						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Deriva	ntive Secu	irities A	cquired, Disposed	of, or Beneficia	lly Owned	l
1.Title of Security (Instr. 3)		saction Date 2A. Deemed /Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			))	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	1
				Code V	Amo	(A) or ount (D)	Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benet	ficially	y owned d	lirectly of	or indirectly.			
					in re di	formation	on cont o resp	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4. 5. Num	ber 6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)			Acquired A) or Disposed of (D) Instr. 3, 4,		(Instr. 3 and 4)		Secu (Inst
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units <sup>(1)</sup>	\$ 28.97	05/30/2014		А		439 (2)		<u>(1)</u>	(3)	Ordinary Shares	101,725 <u>(4)</u>	\$

## **Reporting Owners**

Reporting Owner Name / Address		R		
	Director	10% Owner	Officer	Other
ABU-GHAZALEH MOHAMMAD C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	Х	Х	Chairman and CEO	
Signatures				
/s/ Bruce Jordan, Attorney-in-fact for Mohamm Abu-Ghazaleh	nad		06/03/2014	
**Signature of Reporting Person			Date	
Explanation of Pachancas				

## 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).

Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. The DEUs are subject to meeting minimum performance criteria set by

(1) Independent of the Board of Directors of FDP. Provided such criteria are met, the DEUs will vest in three equal annual installments based on the underlying Restricted Stock Units (RSUs).

Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs granted to
(2) the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to Ordinary Shareholders. Dividend equivalents on RSUs are subject to the same restrictions and vesting conditions as the underlying RSUs.

- (3) DEUs do not have an expiration date.
- (4) All of these securities are RSUs, including associated DEUs which have not yet vested.

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.