

ABU-GHAZALEH MOHAMMAD
 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 MOHAMMAD

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)
 05/03/2011

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

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

(Street)

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

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/03/2011		M		25,900	A	\$ 18.31
					5,336,355	D	
Ordinary Shares	05/03/2011		M		6,490	A	\$ 19.83
					5,342,845	D	
Ordinary Shares	05/03/2011		S		32,390	D	\$ 27.2926
					5,310,455	D	<u>(1)</u>
Ordinary Shares	05/04/2011		M		44,310	A	\$ 19.83
					5,354,765	D	
	05/04/2011		S		44,310	D	
					5,310,455	D	

Ordinary Shares \$ 27.1737
(2)

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

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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)	Amount or Number of Shares
Employee Options (Right to Buy) ⁽³⁾	\$ 18.31	05/03/2011		M	25,900	⁽⁴⁾ 05/03/2016	Ordinary Shares	25,900
Employee Options (Right to Buy) ⁽³⁾	\$ 19.83	05/03/2011		M	6,490	⁽⁵⁾ 02/25/2019	Ordinary Shares	6,490
Employee Options (Right to Buy) ⁽³⁾	\$ 19.83	05/04/2011		M	44,310	⁽⁵⁾ 02/25/2019	Ordinary Shares	44,310

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/ Marissa (Louie) Tenazas, Attorney-in-fact for Mohammad
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) This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.00 to \$27.94. Mr. 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.
- (2) This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.00 to \$27.62. Mr. 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.
- (3) Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.
- (4) The option is currently exercisable with respect to 25,900 shares.
- (5) The option is currently exercisable with respect to 96,600 shares and will become exercisable with respect to another 32,200 on each of 2/25/2012 and 2/25/2013.

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.

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