

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 March 03, 2016

**FORM 4**

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

OMB APPROVAL

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**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)  
**03/01/2016**

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) |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |                |
| Ordinary Shares                 | 03/01/2016                           |  | M                              | 50,673  | A   | 11   | 5,474,656                         | D              |
| Ordinary Shares                 |                                      |  |                                |   |   |  | 20,000                            | I              |
|                                 |                                      |  |                                |   |   |  |                                   | Held by Spouse |

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) |            |                            |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title      | Amount or Number of Shares |        |
| Performance Stock Units <u>(2)</u>         | \$ 25.52   | 03/01/2016                           |  | M                              |   | 17,156   | <u>(3)</u>  | <u>(4)</u> | Ordinary Shares            | 17,156 |
| Performance Stock Units <u>(2)</u>         | \$ 26.52   | 03/01/2016                           |  | M                              |   | 17,467   | <u>(5)</u>  | <u>(4)</u> | Ordinary Shares            | 17,467 |
| Performance Stock Units <u>(2)</u>         | \$ 33.44   | 03/01/2016                           |  | M                              |   | 16,050   | <u>(6)</u>  | <u>(4)</u> | Ordinary Shares            | 16,050 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| ABU-GHAZALEH MOHAMMAD<br>C/O FRESH DEL MONTE PRODUCE INC.<br>P.O. BOX 149222<br>CORAL GABLES, FL 33114 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Mohammad Abu-Ghazaleh

03/03/2016

\_\_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).

(1) Represents the number of ordinary shares that were acquired in connection with the Performance Stock Units (PSUs) and corresponding Dividend Equivalent Units (DEUs) listed in Table II.

(2) PSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan and are eligible to earn DEUs. Each PSU and DEU represent a contingent right to receive one ordinary share of FDP. The PSUs and corresponding DEUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP.

(3) These remaining PSUs and corresponding DEUs will vest on 2/19/2017.

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- (4) PSUs and associated DEUs do not have an expiration date.
- (5) These PSUs and corresponding DEUs are fully vested.
- (6) These remaining PSUs and corresponding DEUs will vest in two equal annual installments on 2/18/2017 and 2/18/2018.

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.