

FRESH DEL MONTE PRODUCE INC
 Form 4
 April 04, 2017

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 *
 Zakharia Youssef

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 14922
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

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 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	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securi (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Units ⁽¹⁾	\$ 59.23	03/31/2017	A		140 <u>(2)</u>		<u>(1)</u>	<u>(3)</u>	Ordinary Shares	49,842 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zakharia Youssef C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 14922 CORAL GABLES, FL 33114			President and COO	

Signatures

/s/Bruce Jordan, Attorney-in-fact for Youssef Zakharia 04/04/2017

__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) 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. DEUs are subject to vesting and/or performance criteria based on the underlying Restricted Stock Units (RSUs) and/or Performance Stock Units (PSUs). Certain DEUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP.
- (2) Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs and/or PSUs granted to 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 and/or PSUs are subject to the same restrictions and vesting conditions as the underlying RSUs and/or PSUs.
- (3) DEUs do not have an expiration date.
- (4) 34,591 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.