

LAZOPOULOS EMANUEL
Form 4
July 11, 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 *
LAZOPOULOS EMANUEL

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)
07/07/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, North America Sales

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 | 07/07/2011 | | M | | | 10,000 | A | \$ 21.72 | 10,000 | D | |
| Ordinary Shares | 07/07/2011 | | M | | | 2,087 | A | \$ 22.25 | 12,087 | D | |
| Ordinary Shares | 07/07/2011 | | S | | | 12,087 | D | \$ 27.2673 (1) | 0 | D | |
| Ordinary Shares | 07/08/2011 | | M | | | 7,913 | A | \$ 22.25 | 7,913 | D | |
| | 07/08/2011 | | S | | | 7,913 | D | \$ 27.35 | 0 | D | |

Ordinary
Shares

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

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(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. 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 |
| Employee Options (Right to Buy) | \$ 21.72 | 07/07/2011 | | M | 10,000 | ⁽²⁾ 07/31/2019 | Ordinary Shares 10,000 |
| Employee Options (Right to Buy) | \$ 22.25 | 07/07/2011 | | M | 2,087 | ⁽³⁾ 07/30/2018 | Ordinary Shares 2,087 |
| Employee Options (Right to Buy) | \$ 22.25 | 07/08/2011 | | M | 7,913 | ⁽³⁾ 07/30/2018 | Ordinary Shares 7,913 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZOPOULOS EMANUEL
C/O FRESH DEL MONTE PRODUCE INC.
P.O. BOX 149222
CORAL GABLES, FL 33114

SVP, North America Sales

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Emmanuel
Lazopoulos

07/11/2011

__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).
This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$27.25 to \$27.35. Mr.
(1) Lazopoulos 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) The option will become exercisable with respect to 10,000 shares on each of 7/31/2011, 7/31/2012 and 7/31/2013.
(3) The option is currently exercisable with respect to 20,000 shares and will become exercisable with respect to an additional 10,000 shares on each of 7/30/2011 and 7/30/2012.

Remarks:

Share sales executed pursuant to a Rule 10b5-1 Plan.

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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