

FRESH DEL MONTE PRODUCE INC
 Form 4
 June 11, 2014

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 *
 Tenazas Marissa R

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 149222

(Street)

CORAL GABLES, FL 33114

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 06/09/2014

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP Corporate Human Resources

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

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) | | | 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 or Price | | | | |
| Ordinary Shares | 06/09/2014 | | M | | | 3,496 | \$ 21.72 | 3,496 | I | Held by Spouse |
| Ordinary Shares | 06/09/2014 | | S | | | 3,496 | \$ 30 | 0 | I | Held by Spouse |
| Ordinary Shares | 06/10/2014 | | M | | | 6,504 | \$ 21.72 | 6,504 | I | Held by Spouse |
| Ordinary Shares | 06/10/2014 | | M | | | 2,000 | \$ 23.76 | 8,504 | I | Held by Spouse |
| Ordinary Shares | 06/10/2014 | | M | | | 2,000 | \$ 24.29 | 10,504 | I | Held by Spouse |

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| | | | | | | | | | | |
|-----------------|------------|--|---|--------|---|-----------------------------|---|--|---|----------------|
| Ordinary Shares | 06/10/2014 | | S | 10,504 | D | \$ 30.0038 <u>(4)</u> | 0 | | I | Held by Spouse |
|-----------------|------------|--|---|--------|---|-----------------------------|---|--|---|----------------|

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 21.72 | 06/09/2014 | | M | 3,496 | <u>(1)</u> 07/31/2019 | Ordinary Shares | 3,496 |
| Employee Stock Options (Right to Buy) | \$ 21.72 | 06/10/2014 | | M | 6,504 | <u>(1)</u> 07/31/2019 | Ordinary Shares | 6,504 |
| Employee Stock Options (Right to Buy) | \$ 23.76 | 06/10/2014 | | M | 2,000 | <u>(2)</u> 08/03/2021 | Ordinary Shares | 2,000 |
| Employee Stock Options (Right to Buy) | \$ 24.29 | 06/10/2014 | | M | 2,000 | <u>(3)</u> 08/01/2022 | Ordinary Shares | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Tenazas Marissa R C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114 | | | SVP Corporate Human Resources | |

Signatures

Bruce Jordan, Attorney-in-fact for Marissa R.
Tenazas

06/11/2014

__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) The option is currently exercisable with respect to all underlying shares.

(2) This option is currently exercisable with respect to 2,000 shares and will become exercisable with respect to an additional 2,000 shares on each of 08/03/2014 and 08/03/2015.

(3) This option is currently exercisable with respect to 2,000 shares and will become exercisable with respect to an additional 2,000 shares on each of 08/01/2014, 08/01/2015 and 08/01/2016.

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$30.00 to \$30.03. Mrs.

(4) Tenazas 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.

Remarks:

Option exercises and 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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