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FRESH DEL MONTE PRODUCE INC

Form 4

December 10, 2014

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Other (specify

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABU-GHAZALEH MOHAMMAD			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			FRESH DEL MONTE PRODUCE INC [FDP]		(Check all applicable)		
(Last)	(First)	(Middle)	3 Date of Farliest Transaction	X	Director	X	10% Owner

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

below)

Chairman and CEO

_X__ Officer (give title

below)

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/08/2014

X 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. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of		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 Indirect Beneficial Ownership (Instr. 4)		
Ordinary Shares	12/08/2014		M	12,077	A	\$ 26.52	5,391,681	D			
Ordinary Shares	12/08/2014		S	12,077	D	\$ 34.4091 (1)	5,379,604	D			
Ordinary Shares	12/09/2014		M	35,672	A	\$ 26.52	5,415,276	D			
Ordinary Shares	12/09/2014		S	35,672	D	\$ 34.1012 (1)	5,379,604	D			

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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 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. Transactic Code (Instr. 8)	onDerivative		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 Stock Options (Right to Buy)	\$ 26.52	12/08/2014		M		12,077	(2)	02/20/2023	Ordinary Shares	12,077
Employee Stock Options (Right to Buy)	\$ 26.52	12/09/2014		M		35,672	(2)	02/20/2023	Ordinary Shares	35,672

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
Fg	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/ Bruce Jordan, Attorney-in-fact for Mohamn Abu-Ghazaleh	nad		12/10/2014				

Reporting Owners 2

Date

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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 a price ranging from \$33.90 to \$34.80. Mr.
- (1) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce., 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 is currently exercisable with respect to 60,665 shares and will become exercisable with respect to another 32,200 shares on each of 2/20/2015, 2/20/2016 and 2/20/2017.

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. 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.