## Edgar Filing: EL-NAFFY HANI - Form 4

EL-NAFFY H Form 4	IANI									
April 02, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								N OMB	PPROVAL 3235-0287	
Check this box Washington, D.C. 20549								Number: Expires:	January 31,	
if no longe subject to Section 16 Form 4 or Form 5	SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES							2005 average urs per . 0.5	
obligations may contin <i>See</i> Instruc 1(b).	Section 17	(a) of the	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940	on		
(Print or Type Re	esponses)									
EL-NAFFY HANI S						• Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
_			INC [F	-						
(Last)	(First)	(Middle)		of Earliest T Day/Year)	ransaction	XOfficer (give title Other (specify				
	DEL MONTE NC., P.O. BOX		03/29/2				below) Pre	below) sident and COC	)	
(Street) 4. If Am				. If Amendment, Date Original			6. Individual or	Joint/Group Fili	ng(Check	
Filed(Month/Day/Yea					r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Dat Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report	rt on a separate lii	ne for each cl	ass of sec	urities benef	ficially ow	ned directly	or indirectly.			
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.							SEC 1474 (9-02)			
	T			•.• •			Description			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Nu	mber 6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof	Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative (Month/Day/Y Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Year)	(Instr. 3 and	4)	Securi (Instr.
				Code V	' (A) (D)	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units <u>(1)</u>	\$ 26.98	03/29/2013		A	281 (2)	<u>(1)</u>	(3)	Ordinary Shares	60,621 (4)	\$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	Х		President and COO			
Signatures						
/s/ Bruce Jordan, Attorney-in-fact for Hani El-Naffy	04	4/02/2013				

\*\*Signature of Reporting Person

## **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).

Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2011 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. The DEUs are subject to meeting minimum performance criteria set by

Date

(1) represents a contrigent right to receive one ordinary share of PDF. The DEOs are subject to incerting infinitian performance criteria set by the Compensation Committee of the Board of Directors of FDP. Provided such criteria are met, the DEUs will vest in three equal annual installments based on the underlying Restricted Stock Units (RSUs).

Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs granted to (2) 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 are subject to the same restrictions and vesting conditions as the underlying RSUs.
- (3) DEUs do not have an expiration date.
- (4) 50,556 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.