

FRESH DEL MONTE PRODUCE INC
 Form 4
 November 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 EL-NAFFY HANI

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

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 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	11/03/2016 ⁽¹⁾		M	(A) 141,085 ⁽²⁾	\$ 0 141,085	D	
Ordinary Shares	11/03/2016 ⁽¹⁾		S	(D) 65,264 ⁽³⁾	\$ 58.62 75,821	D	
Ordinary Shares	11/03/2016 ⁽¹⁾		S	(D) 75,821	\$ 60.93 0 ⁽⁴⁾	D	

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

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SEC 1474 (9-02)

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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. F
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁵⁾	\$ 29.99	11/03/2016 ⁽¹⁾		M		20,564 ⁽⁵⁾ ⁽⁶⁾	Ordinary Shares	20,564
Restricted Stock Units ⁽⁵⁾	\$ 40.03	11/03/2016 ⁽¹⁾		M		30,417 ⁽⁵⁾ ⁽⁶⁾	Ordinary Shares	30,417
Restricted Stock Units ⁽⁵⁾	\$ 59.83	11/03/2016 ⁽¹⁾		M		40,104 ⁽⁵⁾ ⁽⁶⁾	Ordinary Shares	40,104
Restricted Stock Units ⁽⁵⁾	\$ 64.58	11/03/2016 ⁽¹⁾		M		50,000 ⁽⁵⁾ ⁽⁶⁾	Ordinary Shares	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X			

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hani
El-Naffy

11/07/2016

**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) Transaction Date reflects the date on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on 11/2/16 occurred.

(2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.

(3) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

(4) This represents the weighted average sales price of the shares. The shares were sold at a price ranging from \$60.57 to \$62. Mr. El-Naffy 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.

(5) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. All RSUs are fully vested.

(6) RSUs do not have an expiration date.

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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