

DOLE FOOD CO INC

Form 4

December 19, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURDOCK DAVID H

(Last) (First) (Middle)

**C/O DOLE FOOD COMPANY,
INC., ONE DOLE DRIVE**

(Street)

WESTLAKE VILLAGE, CA 91362

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOLE FOOD CO INC [DOLE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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) (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)
Common Stock	11/01/2013		J	Amount 23,783,671 (1)	(A) or (D) D (1) 0	I	Trust (2)
Common Stock	11/01/2013		J	Amount 11,784,914 (1)	(A) or (D) D (1) 0	I	Castle & Cooke Holdings, Inc. (3)

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

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information contained in this form are not
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURDOCK DAVID H C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362	X	X	Chairman & CEO	
David H. Murdock Living Trust, dated May 28, 1986, as amended C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362			X	
CASTLE & COOKE HOLDINGS, INC. C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362			X	

Signatures

/s/ C. MICHAEL CARTER, ATTORNEY-IN-FACT FOR DAVID H. MURDOCK	12/19/2013
__Signature of Reporting Person	Date
/s/ C. MICHAEL CARTER, ATTORNEY-IN-FACT FOR DAVID H. MURDOCK LIVING TRUST, DATED MAY 28, 1986, AS AMENDED	12/19/2013
__Signature of Reporting Person	Date
/s/ C. MICHAEL CARTER, ATTORNEY-IN-FACT FOR CASTLE & COOKE HOLDINGS, INC.	12/19/2013
__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).

- Pursuant to the Agreement and Plan of Merger, dated as of August 11, 2013, among DFC Holdings, LLC ("Parent"), DFC Merger Corp., David H. Murdock and Dole Food Company, Inc., as amended on August 19, 2013 and on September 29, 2013 (the "Merger Agreement"), these shares were contributed to Parent immediately prior to the effective time of the merger in exchange for membership interests in Parent. For purposes of the contribution, the shares were valued at \$13.50 per share.
- (1) These shares were owned directly by the David H. Murdock Living Trust, dated May 28, 1986, as amended (the "Trust") and indirectly by Mr. Murdock as the sole trustee and beneficiary of the Trust.
- (2) These shares were owned directly by Castle & Cooke Holdings, Inc., and indirectly by Mr. Murdock and the Trust.
- (3) These shares were owned directly by Castle & Cooke Holdings, Inc., and indirectly by Mr. Murdock and the Trust.

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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