

FRESH DEL MONTE PRODUCE INC
 Form 4
 August 04, 2016

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Corporate Human Resources

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

(Street)

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

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. 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 Ownership (Instr. 4)
Ordinary Shares	08/02/2016 ⁽¹⁾		M	(A) 3,076 ⁽²⁾	\$ 0 8,809	D	
Ordinary Shares	08/02/2016 ⁽¹⁾		S	818 ⁽³⁾	\$ 56.51 7,991	D	
Ordinary Shares	08/02/2016 ⁽¹⁾		M	1,025 ⁽²⁾	\$ 0 3,018	I	Held by Spouse
Ordinary Shares	08/02/2016 ⁽¹⁾		S	273 ⁽³⁾	\$ 56.51 2,745	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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units ⁽⁴⁾	\$ 29.99	08/02/2016 ⁽¹⁾		M		3,076		⁽⁴⁾	⁽⁵⁾	Ordinary Shares	3,076
Restricted Stock Units ⁽⁶⁾	\$ 59.83	08/03/2016		A	10,000			⁽⁶⁾	⁽⁵⁾	Ordinary Shares	10,000
Restricted Stock Units ⁽⁴⁾	\$ 29.99	08/02/2016 ⁽¹⁾		M		1,025		⁽⁴⁾	⁽⁵⁾	Ordinary Shares	1,025
Restricted Stock Units ⁽⁶⁾	\$ 59.83	08/03/2016		A	5,000			⁽⁶⁾	⁽⁵⁾	Ordinary Shares	5,000

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

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

08/04/2016

**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 7/30/2016 occurred.

(2) Represents the number of ordinary shares that were acquired in connection with the settlement of the restricted stock units 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) 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. RSUs vest in five equal annual installments of which two are remaining on each of 7/30/2017 and 7/30/2018.

(5) RSUs do not have an expiration date.

(6) 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. The RSUs vest in five equal annual installments on each of 8/3/2016, 8/3/2017, 8/3/2018, 8/3/2019 and 8/3/2020.

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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