

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 *
 Rivera Hector

 (Last) (First) (Middle)
 C/O FRESH DEL MONTE
 PRODUCE, INC., PO BOX 149222

 (Street)

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Asia Pacific

CORAL GABLES, FL 33114

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/02/2016

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares	08/02/2016 ⁽¹⁾		M	820 ⁽²⁾	A	\$ 0	1,426	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽³⁾	\$ 29.99	08/02/2016 ⁽¹⁾		M	820	<u>(3)</u>	<u>(4)</u>	Ordinary Shares	820
Restricted Stock Units ⁽⁵⁾	\$ 59.83	08/03/2016		A	5,000	<u>(5)</u>	<u>(4)</u>	Ordinary Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rivera Hector C/O FRESH DEL MONTE PRODUCE, INC. PO BOX 149222 CORAL GABLES, FL 33114			VP, Asia Pacific	

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hector Rivera 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 conversion of the Restricted Stock Units (RSU), which vested on 7/30/16 occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.
RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right
- (3) to receive one ordinary share of FDP. The remaining RSUs will vest in two equal annual installments on each of 7/30/2017 and 7/30/2018.
- (4) RSUs do not have an expiration date.
RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right
- (5) 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. 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.