

ABU GHAZALEH AMIR
Form 4/A
June 07, 2011

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 *
ABU GHAZALEH AMIR

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)
05/09/2011

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

CORAL GABLES, FL 33114

4. If Amendment, Date Original Filed(Month/Day/Year)
05/11/2011

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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---------------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 05/09/2011 | | S | | 3,700 (1) | D | | \$ 26.9665 (2) | 3,776,250 (4) | D | |
| Ordinary Shares | 05/10/2011 | | M | | 6,250 (5) | A | | \$ 19.83 | 3,782,500 (4) | D | |
| Ordinary Shares | 05/10/2011 | | S | | 6,894 (6) | D | | \$ 26.9668 (3) | 3,775,606 (7) | 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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Options (Right to Buy) | \$ 19.83 | 05/10/2011 | | M | 6,250 (9) | (8) 02/25/2019 | Ordinary Shares | 6,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ABU GHAZALEH AMIR
C/O FRESH DEL MONTE PRODUCE INC.
P.O. BOX 149222
CORAL GABLES, FL 33114

X

Signatures

/s/ Jeffrey Bailey, Attorney-in-fact for Amir
Abu-Ghazaleh

06/07/2011

__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) Ordinary shares represent the vested restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan.

This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$26.95 to \$26.98. Mr.

(2) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.

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This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$26.94 to \$27.00. Mr.

- (3) Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.

- (4) Includes 4,987 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, 644 of these restricted shares fully vested on the grant date and were sold on 5/10/2011, and the remaining 4,343 restricted shares will vest upon the six-month anniversary of the date on which the recipient ceases to serve as a member of the Board of Directors.

- (5) The acquisition of these ordinary shares upon the exercise of the employee options reported in Table II of this Form 4 was inadvertently omitted from the Form 4 filed by the reporting person on May 11, 2011, causing the amount of securities beneficially owned following the reported transactions to be under-reported by 6,250 ordinary shares in the Form 4 filed by the reporting person on May 11, 2011 and in five Form 4s subsequently filed by the reporting person.

- (6) Includes 6,250 ordinary shares acquired upon the exercise of the employee options reported in Table II of this Form 4 and 644 ordinary shares that are vested restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan.

- (7) Includes 4,343 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, all of which will vest upon the six-month anniversary of the date on which the recipient ceases to serve as a member of the Board of Directors.

- (8) The option is currently exercisable with respect to all underlying shares.

- (9) The exercise of these employee options was inadvertently omitted from the Form 4 filed by the reporting person on May 11, 2011.

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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