

FRESH DEL MONTE PRODUCE INC

Form 4

August 05, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
08/03/2015

\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Ordinary Shares                 | 08/03/2015                           |  | M                              |   | 8,000   | \$ 23.76   | D   |
| Ordinary Shares                 | 08/03/2015                           |  | M                              |   | 5,000   | \$ 24.29   | D   |
| Ordinary Shares                 | 08/03/2015                           |  | M                              |   | 5,000   | \$ 28.09   | D   |
| Ordinary Shares                 | 08/03/2015                           |  | S                              |   | 18,000  | \$ 38.48   | D   |
| Ordinary Shares                 | 08/03/2015                           |  | M                              |   | 2,000   | \$ 23.76   | I Held by Spouse                                      |

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|                 |            |   |       |   |          |       |   |                |
|-----------------|------------|---|-------|---|----------|-------|---|----------------|
| Ordinary Shares | 08/03/2015 | M | 2,000 | A | \$ 24.29 | 5,883 | I | Held by Spouse |
| Ordinary Shares | 08/03/2015 | M | 1,000 | A | \$ 28.01 | 6,883 | I | Held by Spouse |
| Ordinary Shares | 08/03/2015 | S | 5,000 | D | \$ 38.48 | 1,883 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy)      | \$ 23.76   | 08/03/2015                           |  | M                              | 8,000   | <u>(1)</u> 08/03/2021                                    | Ordinary Shares   | 8,000                         |
| Employee Stock Options (Right to Buy)      | \$ 24.29   | 08/03/2015                           |  | M                              | 5,000   | <u>(2)</u> 08/01/2022                                    | Ordinary Shares   | 5,000                         |
| Employee Stock Options (Right to Buy)      | \$ 28.09   | 08/03/2015                           |  | M                              | 5,000   | <u>(3)</u> 07/31/2023                                    | Ordinary Shares   | 5,000                         |
| Employee Stock Options (Right to Buy)      | \$ 23.76   | 08/03/2015                           |  | M                              | 2,000   | <u>(1)</u> 08/03/2021                                    | Ordinary Shares   | 2,000                         |

Buy)

Employee  
Stock

|         |          |            |   |       |            |            |                    |       |
|---------|----------|------------|---|-------|------------|------------|--------------------|-------|
| Options | \$ 24.29 | 08/03/2015 | M | 2,000 | <u>(4)</u> | 08/01/2022 | Ordinary<br>Shares | 2,000 |
|---------|----------|------------|---|-------|------------|------------|--------------------|-------|

(Right to Buy)

Employee  
Stock

|         |          |            |   |       |            |            |                    |       |
|---------|----------|------------|---|-------|------------|------------|--------------------|-------|
| Options | \$ 28.01 | 08/03/2015 | M | 1,000 | <u>(5)</u> | 07/31/2023 | Ordinary<br>Shares | 1,000 |
|---------|----------|------------|---|-------|------------|------------|--------------------|-------|

(Right to Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| Tenazas Marissa R<br>C/O FRESH DEL MONTE PRODUCE INC.<br>P.O. BOX 149222<br>CORAL GABLES, FL 33114 |               |           | SVP<br>Corporate<br>Human<br>Resources |       |

## Signatures

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

08/05/2015

\*\*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) The option is currently exercisable with respect to all underlying shares.
- (2) The option is currently exercisable with respect to 5,000 shares and will become exercisable with respect to an additional 5,000 shares on 8/1/2016.
- (3) The option is currently exercisable with respect to 5,000 shares and will become exercisable with respect to an additional 5,000 shares on each of 7/31/2016 and 7/31/2017.
- (4) The option is currently exercisable with respect to 2,000 shares and will become exercisable with respect to an additional 2,000 shares on 8/1/2016.
- (5) The option is currently exercisable with respect to 1,000 shares and will become exercisable with respect to an additional 1,000 shares on each of 7/31/2016 and 7/31/2017.

### Remarks:

Option exercises and share sales executed pursuant to Rule 10b5-1 plan.

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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