

Mitchell Keith C.
Form 4/A
April 12, 2013

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 *
Mitchell Keith C.

(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)
02/21/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
03/04/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP and Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/21/2013 | | A | | 4,375 ⁽¹⁾ | A | \$ 0 ⁽²⁾ 16,375 D |
| Common Stock | 04/01/2013 | | F | | 4,508 ⁽³⁾ | D | \$ 10.69 ⁽⁴⁾ 11,867 ⁽⁵⁾ 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)

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 11.32 | 02/21/2013 | | A | 26,250 (6) | (7) 02/21/2023 | Common Stock | 26,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mitchell Keith C.
C/O DOLE FOOD COMPANY, INC.
ONE DOLE DRIVE
WESTLAKE VILLAGE, CA 91362

VP and Chief Financial Officer

Signatures

/s/ Jeffrey Conner,
attorney-in-fact

04/12/2013

__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).
- (1) These shares of restricted stock vest in full on 02/21/2016. Because of an inadvertent error, the number was incorrectly reported as 9375 shares on Mr. Mitchell's Form 4 filed with the Commission on March 4, 2013.
- (2) Granted as compensation for services.
- (3) 12,000 shares of restricted stock vested in full upon the 4/1/2013 closing of the sale of the Company's worldwide packaged foods and Asia fresh businesses to ITOCHU Corporation; 4,508 of these shares were returned to the Company to cover withholding tax.
- (4) The closing price of the Company's common stock on 4/1/2013, \$10.69 per share, was used to calculate the number of shares to be returned to the Company to cover withholding tax.
- (5) Of these shares, 4,375 are restricted and vest in full on 2/21/2016
- (6) Because of an inadvertent error, the number of stock options granted was incorrectly reported as 56,250 on Mr. Mitchell's Form 4 filed with the Commission on March 4, 2013.
- (7) The stock options vest in three equal annual installments commencing on 02/21/2014.

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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