

Tenazas Marissa R
Form 4
August 08, 2017

FORM 4

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

OMB APPROVAL

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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)
08/04/2017

____ 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)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares	08/04/2017 ⁽¹⁾		M		2,021 <u>(2)</u> \$ 0	5,534	D
Ordinary Shares	08/04/2017 ⁽¹⁾		S		802 ⁽³⁾ \$ 49.77	4,732	D
Ordinary Shares	08/04/2017		M		5,000 \$ 28.09	9,732	D
Ordinary Shares	08/04/2017		S		8,513 \$ 49.71	1,219	D
	08/04/2017 ⁽¹⁾		M		<u>(4)</u> \$ 0	2,432	I

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Ordinary Shares				1,010 <u>(2)</u>					Held by Spouse
Ordinary Shares	08/04/2017 ⁽¹⁾	S	401 ⁽³⁾	D	\$ 49.77	2,031	I		Held by Spouse
Ordinary Shares	08/04/2017	M	1,000	A	\$ 28.01	3,031	I		Held by Spouse
Ordinary Shares	08/04/2017	S	1,000	D	\$ 49.77 <u>(4)</u>	2,031	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
Restricted Stock Units ⁽⁵⁾	\$ 59.83	08/04/2017 ⁽¹⁾		M	2,021	<u>(5)</u> <u>(6)</u>	Ordinary Shares	2,021
Restricted Stock Units ⁽⁵⁾	\$ 59.83	08/04/2017 ⁽¹⁾		M	1,010	<u>(5)</u> <u>(6)</u>	Ordinary Shares	1,010
Employee Stock Options (Right to Buy)	\$ 28.09	08/04/2017		M	5,000	<u>(7)</u> 07/31/2023	Ordinary Shares	5,000
Employee Stock Options (Right to Buy)	\$ 28.01	08/04/2017		M	1,000	<u>(7)</u> 07/31/2023	Ordinary Shares	1,000

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 08/08/2017

__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 8/3/2017, 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) This represents the weighted average sales price of the shares. The shares were sold at a price ranging from \$49.30 to \$50.00. Mr. and Mrs. Tenazas 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.
- (5) 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 of which three are remaining on each of 8/3/2018, 8/3/2019 and 8/3/2020.
- (6) RSUs do not have an expiration date.
- (7) The options are currently exercisable with respect to all shares.

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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