BERTHELOT MICHAEL J

Form 4

March 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

BERTHELOT MICHAEL J Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O FRESH DEL MONTE

PRODUCE INC., P.O. BOX 149222

(Street) 4. If Amendment, Date Original

03/11/2011

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CORAL GABLES, FL 33114-9222

(State)

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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)
Ordinary Shares	03/11/2011		M	6,000	A	\$ 18.31	15,187 <u>(1)</u>	D	
Ordinary Shares	03/11/2011		S	6,000	D	\$ 25.2514	9,187 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transacti Code (Instr. 8)	5. Number tion 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Options (Right to Buy)	\$ 18.31	03/11/2011		M		6,000	(2)	05/03/2016	Ordinary Shares	6,000

 \mathbf{D}

Reporting Owners

Relationships

BERTHELOT MICHAEL J
C/O FRESH DEL MONTE PRODUCE INC.

P.O. BOX 149222 CORAL GABLES, FL 33114-9222

Signatures

Bruce Jordan, Attorney-in-fact for Michael
Berthelot

03/15/2011

**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).
- Includes 8,687 restricted shares under the Fresh Del Monte Produce Inc. 2010 Non-Employee Directors Equity Plan, 2,354 and 1,990 of these restricted shares fully vested on May 5, 2010 and January 3, 2011 respectively, 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.
- (2) The option became exercisable with respect to 6,000 shares on each of 5/3/2008, 5/3/2009 and 5/3/2010.

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.

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