BERTHELOT MICHAEL J

Form 4

March 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

if no longer

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).

(Last)

(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

(Middle)

FRESH DEL MONTE PRODUCE

(Check all applicable)

INC [FDP]

(Month/Day/Year)

03/25/2011

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O FRESH DEL MONTE

(First)

PRODUCE INC., P.O. BOX 149222 (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

CORAL GABLES, FL 33114-9222

(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)	recution Date, if Transaction(A) or y Code (Instr.		ecurities Acquired or Disposed of (D) tr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Ordinary Shares	03/25/2011		M	590	A	\$ 19.83	9,777 (1)	D	
Ordinary Shares	03/25/2011		S	590	D	\$ 26.25	9,187 (1)	D	
Ordinary Shares	03/28/2011		M	856	A	\$ 19.83	10,043 (1)	D	
Ordinary Shares	03/28/2011		S	856	D	\$ 26.25	9,187 (1)	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)	ransaction Date 3A. Deemed 4. 5. Number nth/Day/Year) Execution Date, if any Code Derivative (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative urities uired or bosed D) cr. 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	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)	\$ 19.83	03/25/2011		M		590	(2)	02/25/2019	Ordinary Shares	590
Employee Options (Right to Buy)	\$ 19.83	03/28/2011		M		856	(2)	02/25/2019	Ordinary Shares	856

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
BERTHELOT MICHAEL J C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114-9222	X					
Cianaturas						

Signatures

Bruce Jordan, Attorney-in-fact for Michael
Berthelot
03/29/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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
- (1) 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 is currently exercisable with respect to all underlying shares.

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.