BENDICHO JOSE LUIS

Form 4

November 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

BENDICHO JOSE LUIS

(Middle)

(Zip)

Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 11/02/2011

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(First)

2. Transaction Date 2A. Deemed

(Street)

CORAL GABLES, FL 33114-9222

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Instr. 8)

(Month/Day/Year)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, South America

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

X_ Officer (give title

Estimated average

burden hours per

8. Pr Deriv

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any Code Securities (Month/Day/Y) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Securities (Instr. 3 and	4)	Secur (Instr			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 24.68	11/02/2011		A	5,000		<u>(1)</u>	(2)	Ordinary Shares	5,000	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BENDICHO JOSE LUIS C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114-9222

VP, South America

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Jose Luis Bendicho

11/04/2011 Date

**Signature of Reporting Person

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).
 - Restricted Stock Units (RSUs) granted under the Fresh Del Monte Produce Inc. 2011 Omnibus Share Incentive Plan. Each RSU
- represents a contingent right to receive one ordinary share of FDP. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP. Provided such criteria are met, the RSU will vest in three equal annual installments on each of 11/2/2012, 11/2/2013 and 11/2/2014.
- (2) RSUs do not have an expiration date.

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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