EL-NAFFY HANI

Form 4 June 12, 2012

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

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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 * **EL-NAFFY HANI**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

FRESH DEL MONTE PRODUCE

(Check all applicable)

INC [FDP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Month/Day/Year)

06/08/2012

President and COO

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

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Issuer

below)

CORAL GABLES, FL 33114

(City) (State) 1. Title of 2. Transaction Date 2A. Deemed

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

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) 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 SEC 1474 information contained in this form are not (9-02)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

5. Number 6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriva

Derivative

Security

(Instr. 3)

Conversion

(Month/Day/Year) Execution Date, if Transaction of

Expiration Date

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and	4)	Securi (Instr.	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units (1)	\$ 23.45	06/08/2012		A	129 (2)	<u>(1)</u>	(3)	Ordinary Shares	30,251	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 5	Director	10% Owner	Officer	Other		
EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X		President and COO			

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hani El-Naffy 06/12/2012

**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).
- Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2011 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. The DEUs 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 DEUs will vest in three equal annual installments on each of 11/2/2012, 11/2/2013 and 11/2/2014.
- Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding Restricted Stock Units (RSUs) granted to the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to Ordinary Shareholders. Dividend equivalents on RSUs are subject to the same restrictions and vesting conditions as the underlying RSUs.
- (3) DEUs 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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