**EL-NAFFY HANI** Form 4

September 11, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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).

1. Name and Address of Reporting Person \*

**EL-NAFFY HANI** 

2. Issuer Name and Ticker or Trading

Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

(Last) (First) (Middle)

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

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

09/07/2012

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and COO

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

\_X\_\_ Director

X\_ Officer (give title

CORAL GABLES, FL 33114

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

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

(Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported

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

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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.

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

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

5. Number 6. Date Exercisable and **Expiration Date** 

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

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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	tr. 3 and 4) S		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units (1)	\$ 24.51	09/07/2012		A	124 (2)	<u>(1)</u>	(3)	Ordinary Shares	30,380	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	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
09/11/2012

\*\*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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